

1 AN ACT concerning business organizations.

2 Be it enacted by the People of the State of Illinois,  
3 represented in the General Assembly:

4 Section 5. The Business Corporation Act of 1983 is  
5 amended by changing Sections 1.10, 1.80, 2.10, 2.15, 2.20,  
6 4.05, 5.05, 5.10, 5.20, 5.25, 5.30, 8.75, 9.20, 10.30, 10.35,  
7 11.25, 11.30, 11.39, 11.40, 11.45, 12.20, 12.25, 12.35,  
8 12.45, 12.80, 13.05, 13.10, 13.15, 13.20, 13.25, 13.30,  
9 13.35, 13.40, 13.45, 13.50, 13.55, 13.60, 13.70, 14.05,  
10 14.35, 15.10, 15.50, 15.55, 15.65, 15.70, 15.75, and 15.95 as  
11 follows:

12 (805 ILCS 5/1.10) (from Ch. 32, par. 1.10)

13 Sec. 1.10. Forms, execution, acknowledgment and filing.

14 (a) All reports required by this Act to be filed in the  
15 office of the Secretary of State shall be made on forms which  
16 shall be prescribed and furnished by the Secretary of State.  
17 Forms for all other documents to be filed in the office of  
18 the Secretary of State shall be furnished by the Secretary of  
19 State on request therefor, but the use thereof, unless  
20 otherwise specifically prescribed in this Act, shall not be  
21 mandatory.

22 (b) Whenever any provision of this Act specifically  
23 requires any document to be executed by the corporation in  
24 accordance with this Section, unless otherwise specifically  
25 stated in this Act and subject to any additional provisions  
26 of this Act, such document shall be executed, in ink, as  
27 follows:

28 (1) The articles of incorporation, and any other  
29 document to be filed before the election of the initial board  
30 of directors if the initial directors were not named in the  
31 articles of incorporation, shall be signed by the

1 incorporator or incorporators.

2 (2) All other documents shall be signed:

3 (i) By the president, a vice-president, the secretary,  
4 an assistant secretary, the treasurer, or other officer duly  
5 authorized by the board of directors of the corporation to  
6 execute the document; or (i) ~~By the president or a~~  
7 ~~vice-president and verified by him or her, and attested by~~  
8 ~~the secretary or an assistant secretary (or by such officers~~  
9 ~~as may be duly authorized to exercise the duties,~~  
10 ~~respectively, ordinarily exercised by the president or~~  
11 ~~vice-president and by the secretary or assistant secretary of~~  
12 ~~a corporation); or~~

13 (ii) If it shall appear from the document that there are  
14 no such officers, then by a majority of the directors or by  
15 such directors as may be designated by the board; or

16 (iii) If it shall appear from the document that there  
17 are no such officers or directors, then by the holders of  
18 record, or such of them as may be designated by the holders  
19 of record of a majority of all outstanding shares; or

20 (iv) By the holders of all outstanding shares; or

21 (v) If the corporate assets are in the possession of a  
22 receiver, trustee or other court appointed officer, then by  
23 the fiduciary or the majority of them if there are more than  
24 one.

25 (c) The name of a person signing the document and the  
26 capacity in which he or she signs shall be stated beneath or  
27 opposite his or her signature.

28 (d) Whenever any provision of this Act requires any  
29 document to be verified, such requirement is satisfied by  
30 either:

31 (1) The formal acknowledgment by the person or one of  
32 the persons signing the instrument that it is his or her act  
33 and deed or the act and deed of the corporation, as the case  
34 may be, and that the facts stated therein are true. Such

1 acknowledgment shall be made before a person who is  
2 authorized by the law of the place of execution to take  
3 acknowledgments of deeds and who, if he or she has a seal of  
4 office, shall affix it to the instrument.

5 (2) The signature, without more, of the person or  
6 persons signing the instrument, in which case such signature  
7 or signatures shall constitute the affirmation or  
8 acknowledgment of the signatory, under penalties of perjury,  
9 that the instrument is his or her act and deed or the act and  
10 deed of the corporation, as the case may be, and that the  
11 facts stated therein are true.

12 (e) Whenever any provision of this Act requires any  
13 document to be filed with the Secretary of State or in  
14 accordance with this Section, such requirement means that:

15 (1) The original signed document, and if in duplicate ~~or~~  
16 ~~triplicate~~ as provided by this Act, one ~~or two~~ true copy  
17 ~~copies~~, which may be signed, carbon or photocopy ~~photo~~  
18 ~~copies~~, shall be delivered to the office of the Secretary of  
19 State.

20 (2) All fees, taxes and charges authorized by law to be  
21 collected by the Secretary of State in connection with the  
22 filing of the document shall be tendered to the Secretary of  
23 State.

24 (3) If the Secretary of State finds that the document  
25 conforms to law, he or she shall, when all fees, taxes and  
26 charges have been paid as in this Act prescribed:

27 (i) Endorse on the original and on the each true copy,  
28 if any, the word "filed" and the month, day and year thereof;

29 (ii) File the original in his or her office;

30 (iii) (Blank) ~~Where-so-provided-by--this--Act,--issue--a~~  
31 ~~certificate--or-certificates,--as-the-case-may-be,--to-which-he~~  
32 ~~or-she-shall-affix-the-true-copy-or-true-copies; or~~

33 (iv) If the filing is in duplicate, he or she shall  
34 return one true copy, with a certificate, if any, affixed

1 thereto, to the corporation or its representative who shall  
 2 file such document for record in the office of the recorder  
 3 of the county in which the registered office of the  
 4 corporation is situated in this State within 15 days after  
 5 the mailing thereof by the Secretary of State, unless such  
 6 document cannot with reasonable diligence be filed within  
 7 such time, in which case it shall be filed as soon thereafter  
 8 as may be reasonably possible. ~~7-er~~

9 ~~(v) If the filing is in triplicate, he or she shall~~  
 10 ~~return one true copy, with a certificate, if any, affixed~~  
 11 ~~thereto, to the corporation or its representative and file~~  
 12 ~~the second true copy in the office of the recorder of the~~  
 13 ~~county in which the registered office of the corporation is~~  
 14 ~~situated in this State, to be recorded by such recorder.~~

15 (f) If another Section of this Act specifically  
 16 prescribes a manner of filing or executing a specified  
 17 document which differs from the corresponding provisions of  
 18 this Section, then the provisions of such other Section shall  
 19 govern.

20 (Source: P.A. 84-924.)

21 (805 ILCS 5/1.80) (from Ch. 32, par. 1.80)

22 Sec. 1.80. Definitions. As used in this Act, unless the  
 23 context otherwise requires, the words and phrases defined in  
 24 this Section shall have the meanings set forth herein.

25 (a) "Corporation" or "domestic corporation" means a  
 26 corporation subject to the provisions of this Act, except a  
 27 foreign corporation.

28 (b) "Foreign corporation" means a corporation for profit  
 29 organized under laws other than the laws of this State, but  
 30 shall not include a banking corporation organized under the  
 31 laws of another state or of the United States, a foreign  
 32 banking corporation organized under the laws of a country  
 33 other than the United States and holding a certificate of

1 authority from the Commissioner of Banks and Real Estate  
2 issued pursuant to the Foreign Banking Office Act, or a  
3 banking corporation holding a license from the Commissioner  
4 of Banks and Real Estate issued pursuant to the Foreign Bank  
5 Representative Office Act.

6 (c) "Articles of incorporation" means the original  
7 articles of incorporation, including the articles of  
8 incorporation of a new corporation set forth in the articles  
9 of consolidation, and all amendments thereto, whether  
10 evidenced by articles of amendment, articles of merger,  
11 articles of exchange, statement of correction affecting  
12 articles, resolution establishing series of shares or a  
13 statement of cancellation under Section 9.05. Restated  
14 articles of incorporation shall supersede the original  
15 articles of incorporation and all amendments thereto prior to  
16 the effective date of filing the articles of amendment  
17 incorporating the restated articles of incorporation.

18 (d) "Subscriber" means one who subscribes for shares in  
19 a corporation, whether before or after incorporation.

20 (e) "Incorporator" means one of the signers of the  
21 original articles of incorporation.

22 (f) "Shares" means the units into which the proprietary  
23 interests in a corporation are divided.

24 (g) "Shareholder" means one who is a holder of record of  
25 shares in a corporation.

26 (h) "Certificate" representing shares means a written  
27 instrument executed by the proper corporate officers, as  
28 required by Section 6.35 of this Act, evidencing the fact  
29 that the person therein named is the holder of record of the  
30 share or shares therein described. If the corporation is  
31 authorized to issue uncertificated shares in accordance with  
32 Section 6.35 of this Act, any reference in this Act to shares  
33 represented by a certificate shall also refer to  
34 uncertificated shares and any reference to a certificate

1 representing shares shall also refer to the written notice in  
2 lieu of a certificate provided for in Section 6.35.

3 (i) "Authorized shares" means the aggregate number of  
4 shares of all classes which the corporation is authorized to  
5 issue.

6 (j) "Paid-in capital" means the sum of the cash and  
7 other consideration received, less expenses, including  
8 commissions, paid or incurred by the corporation, in  
9 connection with the issuance of shares, plus any cash and  
10 other consideration contributed to the corporation by or on  
11 behalf of its shareholders, plus amounts added or transferred  
12 to paid-in capital by action of the board of directors or  
13 shareholders pursuant to a share dividend, share split, or  
14 otherwise, minus reductions as provided elsewhere in this  
15 Act. Irrespective of the manner of designation thereof by  
16 the laws under which a foreign corporation is or may be  
17 organized, paid-in capital of a foreign corporation shall be  
18 determined on the same basis and in the same manner as  
19 paid-in capital of a domestic corporation, for the purpose of  
20 computing license fees, franchise taxes and other charges  
21 imposed by this Act.

22 (k) "Net assets", for the purpose of determining the  
23 right of a corporation to purchase its own shares and of  
24 determining the right of a corporation to declare and pay  
25 dividends and make other distributions to shareholders is  
26 equal to the difference between the assets of the corporation  
27 and the liabilities of the corporation.

28 (l) "Registered office" means that office maintained by  
29 the corporation in this State, the address of which is on  
30 file in the office of the Secretary of State, at which any  
31 process, notice or demand required or permitted by law may be  
32 served upon the registered agent of the corporation.

33 (m) "Insolvent" means that a corporation is unable to  
34 pay its debts as they become due in the usual course of its

1 business.

2 (n) "Anniversary" means that day each year exactly one  
3 or more years after:

4 (1) the date ~~on--the--certificate~~ of filing the  
5 articles of incorporation prescribed by ~~issued-under~~  
6 Section 2.10 of this Act, in the case of a domestic  
7 corporation;

8 (2) the date ~~on--the--certificate~~ of filing the  
9 application for authority prescribed by ~~issued--under~~  
10 Section 13.15 of this Act, in the case of a foreign  
11 corporation; or

12 (3) the date ~~on--the--certificate~~ of filing the  
13 articles of consolidation prescribed by ~~issued-under~~  
14 Section 11.25 of this Act in the case of a consolidation,  
15 unless the plan of consolidation provides for a delayed  
16 effective date, pursuant to Section 11.40.

17 (o) "Anniversary month" means the month in which the  
18 anniversary of the corporation occurs.

19 (p) "Extended filing month" means the month (if any)  
20 which shall have been established in lieu of the  
21 corporation's anniversary month in accordance with Section  
22 14.01.

23 (q) "Taxable year" means that 12 month period commencing  
24 with the first day of the anniversary month of a corporation  
25 through the last day of the month immediately preceding the  
26 next occurrence of the anniversary month of the corporation,  
27 except that in the case of a corporation that has established  
28 an extended filing month "taxable year" means that 12 month  
29 period commencing with the first day of the extended filing  
30 month through the last day of the month immediately preceding  
31 the next occurrence of the extended filing month.

32 (r) "Fiscal year" means the 12 month period with respect  
33 to which a corporation ordinarily files its federal income  
34 tax return.

1 (s) "Close corporation" means a corporation organized  
2 under or electing to be subject to Article 2A of this Act,  
3 the articles of incorporation of which contain the provisions  
4 required by Section 2.10, and either the corporation's  
5 articles of incorporation or an agreement entered into by all  
6 of its shareholders provide that all of the issued shares of  
7 each class shall be subject to one or more of the  
8 restrictions on transfer set forth in Section 6.55 of this  
9 Act.

10 (t) "Common shares" means shares which have no  
11 preference over any other shares with respect to distribution  
12 of assets on liquidation or with respect to payment of  
13 dividends.

14 (u) "Delivered", for the purpose of determining if any  
15 notice required by this Act is effective, means:

16 (1) transferred or presented to someone in person;  
17 or

18 (2) deposited in the United States Mail addressed  
19 to the person at his, her or its address as it appears on  
20 the records of the corporation, with sufficient  
21 first-class postage prepaid thereon.

22 (v) "Property" means gross assets including, without  
23 limitation, all real, personal, tangible, and intangible  
24 property.

25 (w) "Taxable period" means that 12-month period  
26 commencing with the first day of the second month preceding  
27 the corporation's anniversary month in the preceding year and  
28 prior to the first day of the second month immediately  
29 preceding its anniversary month in the current year, except  
30 that, in the case of a corporation that has established an  
31 extended filing month, "taxable period" means that 12-month  
32 period ending with the last day of its fiscal year  
33 immediately preceding the extended filing month. In the case  
34 of a newly formed domestic corporation or a newly registered

1 foreign corporation that had not commenced transacting  
 2 business in this State prior to obtaining a--certificate--of  
 3 authority, "taxable period" means that period commencing with  
 4 the filing of the articles issuance--of-a-certificate of  
 5 incorporation or, in the case of a foreign corporation, of  
 6 filing of the application for a-certificate-of authority, and  
 7 prior to the first day of the second month immediately  
 8 preceding its anniversary month in the next succeeding year.

9 (x) "Treasury shares" mean (1) shares of a corporation  
 10 that have been issued, have been subsequently acquired by and  
 11 belong to the corporation, and have not been cancelled or  
 12 restored to the status of authorized but unissued shares and  
 13 (2) shares (i) declared and paid as a share dividend on the  
 14 shares referred to in clause (1) or this clause (2), or (ii)  
 15 issued in a share split of the shares referred to in clause  
 16 (1) or this clause (2). Treasury shares shall be deemed to  
 17 be "issued" shares but not "outstanding" shares. Treasury  
 18 shares may not be voted, directly or indirectly, at any  
 19 meeting or otherwise. Shares converted into or exchanged for  
 20 other shares of the corporation shall not be deemed to be  
 21 treasury shares.

22 (Source: P.A. 89-508, eff. 7-3-96; 90-301, eff. 8-1-97;  
 23 90-421, eff. 1-1-98; 90-655, eff. 7-30-98.)

24 (805 ILCS 5/2.10) (from Ch. 32, par. 2.10)

25 Sec. 2.10. Articles of Incorporation. The articles of  
 26 incorporation shall be executed and filed in duplicate in  
 27 accordance with Section 1.10 of this Act.

28 (a) The articles of incorporation must set forth:

29 (1) a corporate name for the corporation that  
 30 satisfies the requirements of this Act;

31 (2) the purpose or purposes for which the  
 32 corporation is organized, which may be stated to be, or  
 33 to include, the transaction of any or all lawful

1 businesses for which corporations may be incorporated  
2 under this Act;

3 (3) the address of the corporation's initial  
4 registered office and the name of its initial registered  
5 agent at that office;

6 (4) the name and address of each incorporator;

7 (5) the number of shares of each class the  
8 corporation is authorized to issue;

9 (6) the number and class of shares which the  
10 corporation proposes to issue without further report to  
11 the Secretary of State, and the consideration to be  
12 received, less expenses, including commissions, paid or  
13 incurred in connection with the issuance of shares, by  
14 the corporation therefor. If shares of more than one  
15 class are to be issued, the consideration for shares of  
16 each class shall be separately stated;

17 (7) if the shares are divided into classes, the  
18 designation of each class and a statement of the  
19 designations, preferences, qualifications, limitations,  
20 restrictions, and special or relative rights with respect  
21 to the shares of each class; and

22 (8) if the corporation may issue the shares of any  
23 preferred or special class in series, then the  
24 designation of each series and a statement of the  
25 variations in the relative rights and preferences of the  
26 different series, if the same are fixed in the articles  
27 of incorporation, or a statement of the authority vested  
28 in the board of directors to establish series and  
29 determine the variations in the relative rights and  
30 preferences of the different series.

31 (b) The articles of incorporation may set forth:

32 (1) the names and ~~residential~~ addresses of the  
33 individuals who are to serve as the initial directors;

34 (2) provisions not inconsistent with law with

1 respect to:

2 (i) managing the business and regulating the  
3 affairs of the corporation;

4 (ii) defining, limiting, and regulating the  
5 rights, powers and duties of the corporation, its  
6 officers, directors and shareholders;

7 (iii) authorizing and limiting the preemptive  
8 right of a shareholder to acquire shares, whether  
9 then or thereafter authorized;

10 (iv) an estimate, expressed in dollars, of the  
11 value of all the property to be owned by the  
12 corporation for the following year, wherever  
13 located, and an estimate of the value of the  
14 property to be located within this State during such  
15 year, and an estimate, expressed in dollars, of the  
16 gross amount of business which will be transacted by  
17 it during such year and an estimate of the gross  
18 amount thereof which will be transacted by it at or  
19 from places of business in this State during such  
20 year; or

21 (v) superseding any provision of this Act that  
22 requires for approval of corporate action a  
23 two-thirds vote of the shareholders by specifying  
24 any smaller or larger vote requirement not less than  
25 a majority of the outstanding shares entitled to  
26 vote on the matter and not less than a majority of  
27 the outstanding shares of each class of shares  
28 entitled to vote as a class on the matter.

29 (3) a provision eliminating or limiting the  
30 personal liability of a director to the corporation or  
31 its shareholders for monetary damages for breach of  
32 fiduciary duty as a director, provided that the provision  
33 does not eliminate or limit the liability of a director  
34 (i) for any breach of the director's duty of loyalty to

1 the corporation or its shareholders, (ii) for acts or  
 2 omissions not in good faith or that involve intentional  
 3 misconduct or a knowing violation of law, (iii) under  
 4 Section 8.65 of this Act, or (iv) for any transaction  
 5 from which the director derived an improper personal  
 6 benefit. No such provision shall eliminate or limit the  
 7 liability of a director for any act or omission occurring  
 8 before the date when the provision becomes effective.

9 (4) any provision that under this Act is required  
 10 or permitted to be set forth in the articles of  
 11 incorporation or by-laws.

12 (c) The articles of incorporation need not set forth any  
 13 of the corporate powers enumerated in this Act.

14 (d) The duration of a corporation is perpetual unless  
 15 otherwise specified in the articles of incorporation.

16 (e) If the data to which reference is made in  
 17 subparagraph (iv) of paragraph (2) of subsection (b) of this  
 18 Section is not included in the articles of incorporation, the  
 19 franchise tax provided for in this Act shall be computed on  
 20 the basis of the entire paid-in capital as set forth pursuant  
 21 to paragraph (6) of subsection (a) of this Section, until  
 22 such time as the data to which reference is made in  
 23 subparagraph (iv) of paragraph (2) of subsection (b) is  
 24 provided in accordance with either Section 14.05 or Section  
 25 14.25 of this Act.

26 When the provisions of this Section have been complied  
 27 with, the Secretary of State shall file the articles of  
 28 incorporation ~~issue-a-certificate-of-incorporation.~~

29 (Source: P.A. 88-43; 88-151; 88-670, eff. 12-2-94.)

30 (805 ILCS 5/2.15) (from Ch. 32, par. 2.15)

31 Sec. 2.15. Effect ~~of--issuance--of--certificate~~ of  
 32 incorporation. Upon the filing of the articles ~~issuance--of~~  
 33 ~~the--certificate~~ of incorporation by the Secretary of State,

1 the corporate existence shall begin, and such filing  
 2 ~~certificate--of--incorporation~~ shall be conclusive evidence,  
 3 except as against the State, that all conditions precedent  
 4 required to be performed by the incorporators have been  
 5 complied with and that the corporation has been incorporated  
 6 under this Act.

7 (Source: P.A. 83-1025.)

8 (805 ILCS 5/2.20) (from Ch. 32, par. 2.20)

9 Sec. 2.20. Organization of Corporation. (a) If there  
 10 are no preincorporation subscribers and if initial directors  
 11 are not named in the articles of incorporation, a meeting of  
 12 the incorporators shall be held at the call of a majority of  
 13 the incorporators for the purpose of naming the initial  
 14 directors.

15 (b) If there are preincorporation subscribers and if  
 16 initial directors are not named in the articles of  
 17 incorporation, the first meeting of shareholders shall be  
 18 held after the filing issuance of the articles certificate of  
 19 incorporation at the call of a majority of the incorporators  
 20 for the purpose of:

- 21 (1) electing initial directors;
- 22 (2) adopting by-laws if the articles of incorporation so  
 23 require or the shareholders so determine;
- 24 (3) such other matters as shall be stated in the notice  
 25 of the meeting.
- 26 (4) In lieu of a meeting, shareholder action may be  
 27 taken by consent in writing pursuant to Section 7.10 of this  
 28 Act.

29 (c) The first meeting of the initial directors shall be  
 30 held at the call of the majority of them for the purpose of:

- 31 (1) adopting by-laws if the shareholders have not  
 32 adopted them;
- 33 (2) electing officers; and

1 (3) transacting such other business as may come before  
2 the meeting.

3 (d) At least three days written notice of an  
4 organizational meeting shall be given unless the persons  
5 entitled to such notice waive the same in writing, either  
6 before or after such meeting. An organizational meeting may  
7 be held either within or without this State.

8 (Source: P.A. 83-1025.)

9 (805 ILCS 5/4.05) (from Ch. 32, par. 4.05)

10 Sec. 4.05. Corporate name of domestic or foreign  
11 corporation.

12 (a) The corporate name of a domestic corporation or of a  
13 foreign corporation organized, existing or subject to the  
14 provisions of this Act:

15 (1) Shall contain, separate and apart from any  
16 other word or abbreviation in such name, the word  
17 "corporation", "company", "incorporated", or "limited",  
18 or an abbreviation of one of such words, and if the name  
19 of a foreign corporation does not contain, separate and  
20 apart from any other word or abbreviation, one of such  
21 words or abbreviations, the corporation shall add at the  
22 end of its name, as a separate word or abbreviation, one  
23 of such words or an abbreviation of one of such words.

24 (2) Shall not contain any word or phrase which  
25 indicates or implies that the corporation (i) is  
26 authorized or empowered to conduct the business of  
27 insurance, assurance, indemnity, or the acceptance of  
28 savings deposits; (ii) is authorized or empowered to  
29 conduct the business of banking unless otherwise  
30 permitted by the Commissioner of Banks and Real Estate  
31 pursuant to Section 46 of the Illinois Banking Act; or  
32 (iii) is authorized or empowered to be in the business of  
33 a corporate fiduciary unless otherwise permitted by the

1 Commissioner of Banks and Real Estate under Section 1-9  
2 of the Corporate Fiduciary Act. The word "trust",  
3 "trustee", or "fiduciary" may be used by a corporation  
4 only if it has first complied with Section 1-9 of the  
5 Corporate Fiduciary Act. The word "bank", "banker" or  
6 "banking" may only be used by a corporation if it has  
7 first complied with Section 46 of the Illinois Banking  
8 Act.

9 (3) Shall be distinguishable upon the records in  
10 the office of the Secretary of State from the ~~corporate~~  
11 name or assumed ~~corporate~~ name of any domestic  
12 corporation or limited liability company organized under  
13 the Limited Liability Company Act, whether profit or not  
14 for profit, existing under any Act of this State or of  
15 the name or assumed name of any foreign corporation or  
16 foreign limited liability company registered under the  
17 Limited Liability Company Act, whether profit or not for  
18 profit, authorized to transact business in this State, or  
19 a name the exclusive right to which is, at the time,  
20 reserved or registered in the manner provided in this Act  
21 or Section 1-15 of the Limited Liability Company Act,  
22 except that, subject to the discretion of the Secretary  
23 of State, a foreign corporation that has a name  
24 prohibited by this paragraph may be issued a certificate  
25 of authority to transact business in this State, if the  
26 foreign corporation:

27 (i) Elects to adopt an assumed corporate name  
28 or names in accordance with Section 4.15 of this  
29 Act; and

30 (ii) Agrees in its application for a  
31 certificate of authority to transact business in  
32 this State only under such assumed corporate name or  
33 names.

34 (4) Shall contain the word "trust", if it be a

1 domestic corporation organized for the purpose of  
2 accepting and executing trusts, shall contain the word  
3 "pawners", if it be a domestic corporation organized as a  
4 pawners' society, and shall contain the word  
5 "cooperative", if it be a domestic corporation organized  
6 as a cooperative association for pecuniary profit.

7 (5) Shall not contain a word or phrase, or an  
8 abbreviation or derivation thereof, the use of which is  
9 prohibited or restricted by any other statute of this  
10 State unless such restriction has been complied with.

11 (6) Shall consist of letters of the English  
12 alphabet, Arabic or Roman numerals, or symbols capable of  
13 being readily reproduced by the office of the Secretary  
14 of State.

15 (7) Shall be the name under which the corporation  
16 shall transact business in this State unless the  
17 corporation shall also elect to adopt an assumed  
18 corporate name or names as provided in this Act;  
19 provided, however, that the corporation may use any  
20 divisional designation or trade name without complying  
21 with the requirements of this Act, provided the  
22 corporation also clearly discloses its corporate name.

23 (8) (Blank).

24 (b) The Secretary of State shall determine whether a  
25 name is "distinguishable" from another name for purposes of  
26 this Act. Without excluding other names which may not  
27 constitute distinguishable names in this State, a name is not  
28 considered distinguishable, for purposes of this Act, solely  
29 because it contains one or more of the following:

30 (1) the word "corporation", "company",  
31 "incorporated", or "limited", "limited liability" or an  
32 abbreviation of one of such words;

33 (2) articles, conjunctions, contractions,  
34 abbreviations, different tenses or number of the same

1 word;

2 (c) Nothing in this Section or Sections 4.15 or 4.20  
3 shall:

4 (1) Require any domestic corporation existing or  
5 any foreign corporation having a certificate of authority  
6 on the effective date of this Act, to modify or otherwise  
7 change its corporate name or assumed corporate name, if  
8 any.

9 (2) Abrogate or limit the common law or statutory  
10 law of unfair competition or unfair trade practices, nor  
11 derogate from the common law or principles of equity or  
12 the statutes of this State or of the United States with  
13 respect to the right to acquire and protect copyrights,  
14 trade names, trade marks, service names, service marks,  
15 or any other right to the exclusive use of names or  
16 symbols.

17 (Source: P.A. 89-508, eff. 7-3-96; 90-575, eff. 3-20-98.)

18 (805 ILCS 5/5.05) (from Ch. 32, par. 5.05)

19 Sec. 5.05. Registered office and registered agent. Each  
20 domestic corporation and each foreign corporation having a  
21 ~~certificate of~~ authority to transact business in this State  
22 shall have and continuously maintain in this State:

23 (a) A registered office which may be, but need not be,  
24 the same as its place of business in this State.

25 (b) A registered agent, which agent may be either an  
26 individual, resident in this State, whose business office is  
27 identical with such registered office, or a domestic  
28 corporation or a foreign corporation authorized to transact  
29 business in this State that is authorized by its articles of  
30 incorporation to act as such agent, having a business office  
31 identical with such registered office.

32 (c) The address, including street and number, or rural  
33 route number, of the initial registered office, and the name

1 of the initial registered agent of each corporation organized  
2 under this Act shall be stated in its articles of  
3 incorporation; and of each foreign corporation shall be  
4 stated in its application for a ~~certificate of~~ authority to  
5 transact business in this State.

6 (d) In the event of dissolution of a corporation, either  
7 voluntary, administrative, or judicial, the registered agent  
8 and the registered office of the corporation on record with  
9 the Secretary of State on the date of the issuance of the  
10 certificate or judgment of dissolution shall be an agent of  
11 the corporation upon whom claims can be served or service of  
12 process can be had during the five year post-dissolution  
13 period provided in Section 12.80 of this Act, unless such  
14 agent resigns or the corporation properly reports a change of  
15 registered office or registered agent.

16 (e) In the event of revocation of the a--certificate--of  
17 authority of a foreign corporation to transact business in  
18 this State, the registered agent and the registered office of  
19 the corporation on record with the Secretary of State on the  
20 date of the issuance of the certificate of revocation shall  
21 be an agent of the corporation upon whom claims can be served  
22 or service of process can be had, unless such agent resigns.

23 (Source: P.A. 85-1269.)

24 (805 ILCS 5/5.10) (from Ch. 32, par. 5.10)

25 Sec. 5.10. Change of registered office or registered  
26 agent.

27 (a) A domestic corporation or a foreign corporation may  
28 from time to time change the address of its registered  
29 office. A domestic corporation or a foreign corporation  
30 shall change its registered agent if the office of registered  
31 agent shall become vacant for any reason, or if its  
32 registered agent becomes disqualified or incapacitated to  
33 act, or if the corporation revokes the appointment of its

1 registered agent.

2 (b) A domestic corporation or a foreign corporation may  
3 change the address of its registered office or change its  
4 registered agent, or both, by so indicating in the statement  
5 of change on the annual report of that corporation filed  
6 pursuant to Section 14.10 of this Act or by executing and  
7 filing, in duplicate, in accordance with Section 1.10 of this  
8 Act a statement setting forth:

9 (1) The name of the corporation.

10 (2) The address, including street and number, or  
11 rural route number, of its then registered office.

12 (3) If the address of its registered office be  
13 changed, the address, including street and number, or  
14 rural route number, to which the registered office is to  
15 be changed.

16 (4) The name of its then registered agent.

17 (5) If its registered agent be changed, the name of  
18 its successor registered agent.

19 (6) That the address of its registered office and  
20 the address of the business office of its registered  
21 agent, as changed, will be identical.

22 (7) That such change was authorized by resolution  
23 duly adopted by the board of directors.

24 (c) A legible copy of the statement of changes as on the  
25 annual report returned by the Secretary of State shall be  
26 filed for record within the time prescribed by this Act in  
27 the office of the Recorder of the county in which the  
28 registered office of the corporation in this State was  
29 situated before the filing of that statement in the Office of  
30 the Secretary of State. (Blank)-

31 (d) If the registered office is changed from one county  
32 to another county, then the corporation shall also file for  
33 record within the time prescribed by this Act in the office  
34 of the recorder of the county to which such registered office

1 is changed:

2 (1) In the case of a domestic corporation:

3 (i) A copy of its articles of incorporation  
4 certified by the Secretary of State.

5 (ii) A copy of the statement of change of  
6 address of its registered office, certified by the  
7 Secretary of State.

8 (2) In the case of a foreign corporation:

9 (i) A copy of its application for certificate  
10 of authority to transact business in this State,  
11 with a copy of its application therefor affixed  
12 thereto, certified by the Secretary of State.

13 (ii) A copy of all amendments to such  
14 certificate of authority, if any, likewise certified  
15 by the Secretary of State.

16 (iii) A copy of the statement of change of  
17 address of its registered office certified by the  
18 Secretary of State.

19 (e) The change of address of the registered office, or  
20 the change of registered agent, or both, as the case may be,  
21 shall become effective upon the filing of such statement by  
22 the Secretary of State.

23 (Source: P.A. 91-357, eff. 7-29-99.)

24 (805 ILCS 5/5.20) (from Ch. 32, par. 5.20)

25 Sec. 5.20. Change of Address of Registered Agent. (a) A  
26 registered agent may change the address of the registered  
27 office of the domestic corporation or of the foreign  
28 corporation, for which he or she or it is registered agent,  
29 to another address in this State, by so indicating in the  
30 statement of change on the annual report of that corporation  
31 filed pursuant to Section 14.10 of this Act or by filing, in  
32 duplicate, in accordance with Section 1.10 of this Act a  
33 statement setting forth:

1 (1) The name of the corporation.

2 (2) The address, including street and number, or rural  
3 route number, of its then registered office.

4 (3) The address, including street and number, or rural  
5 route number, to which the registered office is to be  
6 changed.

7 (4) The name of its registered agent.

8 (5) That the address of its registered office and the  
9 address of the business office of its registered agent, as  
10 changed, will be identical.

11 Such statement shall be executed by the registered agent.

12 (b) If the registered office is changed from one county  
13 to another county, then the corporation shall also file for  
14 record within the time prescribed by this Act in the office  
15 of the recorder of the county to which such registered office  
16 is changed:

17 (1) In the case of a domestic corporation:

18 (i) A copy of its articles of incorporation certified by  
19 the Secretary of State.

20 (ii) A copy of the statement of change of address of its  
21 registered office, certified by the Secretary of State.

22 (2) In the case of a foreign corporation:

23 (i) A copy of its application for certificate--of  
24 authority to transact business in this State ~~with a copy of~~  
25 ~~its application therefor affixed thereto~~, certified by the  
26 Secretary of State.

27 (ii) A copy of all amendments to such ~~certificate~~--of  
28 authority, if any, likewise certified by the Secretary of  
29 State.

30 (iii) A copy of the statement of change of address of  
31 its registered office certified by the Secretary of State.

32 (c) The change of address of the registered office shall  
33 become effective upon the filing of such statement by the  
34 Secretary of State.

1 (Source: P.A. 85-1269.)

2 (805 ILCS 5/5.25) (from Ch. 32, par. 5.25)

3 Sec. 5.25. Service of process on domestic or foreign  
4 corporation. (a) Any process, notice, or demand required or  
5 permitted by law to be served upon a domestic corporation or  
6 a foreign corporation having a ~~certificate of~~ authority to  
7 transact business in this State may be served either upon the  
8 registered agent appointed by the corporation or upon the  
9 Secretary of State as provided in this Section.

10 (b) The Secretary of State shall be irrevocably  
11 appointed as an agent of a domestic corporation or of a  
12 foreign corporation having a ~~certificate of~~ authority upon  
13 whom any process, notice or demand may be served:

14 (1) Whenever the corporation shall fail to appoint or  
15 maintain a registered agent in this State, or

16 (2) Whenever the corporation's registered agent cannot  
17 with reasonable diligence be found at the registered office  
18 in this State, or

19 (3) When a domestic corporation has been dissolved, the  
20 conditions of paragraph (1) or paragraph (2) exist, and a  
21 civil action, suit or proceeding is instituted against or  
22 affecting the corporation within the five years after the  
23 issuance of a certificate of dissolution or the filing of a  
24 judgment of dissolution, or

25 (4) When a domestic corporation has been dissolved, the  
26 conditions of paragraph (1) or paragraph (2) exist, and a  
27 criminal proceeding has been instituted against or affecting  
28 the corporation, or

29 (5) When the ~~certificate of~~ authority of a foreign  
30 corporation to transact business in this State has been  
31 revoked.

32 (c) Service under subsection (b) shall be made by:

33 (1) Service on the Secretary of State, or on any clerk

1 having charge of the corporation division department of his  
2 or her office, of a copy of the process, notice or demand,  
3 together with any papers required by law to be delivered in  
4 connection with service, and a fee as prescribed by  
5 subsection (b) of Section 15.15 of this Act;

6 (2) Transmittal by the person instituting the action,  
7 suit or proceeding of notice of the service on the Secretary  
8 of State and a copy of the process, notice or demand and  
9 accompanying papers to the corporation being served, by  
10 registered or certified mail:

11 (i) At the last registered office of the corporation as  
12 shown by the records on file in the office of the Secretary  
13 of State; and

14 (ii) At such address the use of which the person  
15 instituting the action, suit or proceeding knows or, on the  
16 basis of reasonable inquiry, has reason to believe, is most  
17 likely to result in actual notice; and

18 (3) Appendage, by the person instituting the action,  
19 suit or proceeding, of an affidavit of compliance with this  
20 Section, in substantially such form as the Secretary of State  
21 may by rule or regulation prescribe, to the process, notice  
22 or demand.

23 (d) Nothing herein contained shall limit or affect the  
24 right to serve any process, notice, or demand required or  
25 permitted by law to be served upon a corporation in any other  
26 manner now or hereafter permitted by law.

27 (e) The Secretary of State shall keep a record of all  
28 processes, notices, and demands served upon him or her under  
29 this Section, and shall record therein the time of such  
30 service and his or her action with reference thereto, but  
31 shall not be required to retain such information for a period  
32 longer than five years from his or her receipt of the  
33 service.

34 (Source: P.A. 85-1344.)

1 (805 ILCS 5/5.30) (from Ch. 32, par. 5.30)

2 Sec. 5.30. Service of process on foreign corporation not  
3 authorized to transact business in Illinois. If any foreign  
4 corporation transacts business in this State without having  
5 obtained a ~~certificate of~~ authority to transact business, it  
6 shall be deemed that such corporation has designated and  
7 appointed the Secretary of State as an agent for process upon  
8 whom any notice, process or demand may be served. Service on  
9 the Secretary of State shall be made in the manner set forth  
10 in subsection (c) of Section 5.25 of this Act.

11 (Source: P.A. 84-924.)

12 (805 ILCS 5/8.75) (from Ch. 32, par. 8.75)

13 Sec. 8.75. Indemnification of officers, directors,  
14 employees and agents; insurance.

15 (a) A corporation may indemnify any person who was or is  
16 a party, or is threatened to be made a party to any  
17 threatened, pending or completed action, suit or proceeding,  
18 whether civil, criminal, administrative or investigative  
19 (other than an action by or in the right of the corporation)  
20 by reason of the fact that he or she is or was a director,  
21 officer, employee or agent of the corporation, or who is or  
22 was serving at the request of the corporation as a director,  
23 officer, employee or agent of another corporation,  
24 partnership, joint venture, trust or other enterprise,  
25 against expenses (including attorneys' fees), judgments,  
26 fines and amounts paid in settlement actually and reasonably  
27 incurred by such person in connection with such action, suit  
28 or proceeding, if such person acted in good faith and in a  
29 manner he or she reasonably believed to be in, or not opposed  
30 to the best interests of the corporation, and, with respect  
31 to any criminal action or proceeding, had no reasonable cause  
32 to believe his or her conduct was unlawful. The termination  
33 of any action, suit or proceeding by judgment, order,

1 settlement, conviction, or upon a plea of nolo contendere or  
2 its equivalent, shall not, of itself, create a presumption  
3 that the person did not act in good faith and in a manner  
4 which he or she reasonably believed to be in or not opposed  
5 to the best interests of the corporation or, with respect to  
6 any criminal action or proceeding, that the person had  
7 reasonable cause to believe that his or her conduct was  
8 unlawful.

9 (b) A corporation may indemnify any person who was or is  
10 a party, or is threatened to be made a party to any  
11 threatened, pending or completed action or suit by or in the  
12 right of the corporation to procure a judgment in its favor  
13 by reason of the fact that such person is or was a director,  
14 officer, employee or agent of the corporation, or is or was  
15 serving at the request of the corporation as a director,  
16 officer, employee or agent of another corporation,  
17 partnership, joint venture, trust or other enterprise,  
18 against expenses (including attorneys' fees) actually and  
19 reasonably incurred by such person in connection with the  
20 defense or settlement of such action or suit, if such person  
21 acted in good faith and in a manner he or she reasonably  
22 believed to be in, or not opposed to, the best interests of  
23 the corporation, provided that no indemnification shall be  
24 made with respect to any claim, issue, or matter as to which  
25 such person has been adjudged to have been liable to the  
26 corporation, unless, and only to the extent that the court in  
27 which such action or suit was brought shall determine upon  
28 application that, despite the adjudication of liability, but  
29 in view of all the circumstances of the case, such person is  
30 fairly and reasonably entitled to indemnity for such expenses  
31 as the court shall deem proper.

32 (c) To the extent that a present or former director,  
33 officer or ~~7~~ employee ~~or~~-agent of a corporation has been  
34 successful, on the merits or otherwise, in the defense of any

1 action, suit or proceeding referred to in subsections (a) and  
 2 (b), or in defense of any claim, issue or matter therein,  
 3 such person shall be indemnified against expenses (including  
 4 attorneys' fees) actually and reasonably incurred by such  
 5 person in connection therewith, if the person acted in good  
 6 faith and in a manner he or she reasonably believed to be in,  
 7 or not opposed to, the best interests of the corporation.

8 (d) Any indemnification under subsections (a) and (b)  
 9 (unless ordered by a court) shall be made by the corporation  
 10 only as authorized in the specific case, upon a determination  
 11 that indemnification of the present or former director,  
 12 officer, employee or agent is proper in the circumstances  
 13 because he or she has met the applicable standard of conduct  
 14 set forth in subsections (a) or (b). Such determination  
 15 shall be made with respect to a person who is a director or  
 16 officer at the time of the determination: (1) by the majority  
 17 vote of the directors who are ~~(1) by the board of directors~~  
 18 ~~by a majority vote of a quorum consisting of directors who~~  
 19 were not parties to such action, suit or proceeding, even  
 20 though less than a quorum, (2) by a committee of the  
 21 directors designated by a majority vote of the directors,  
 22 even though less than a quorum, (3) if there are no the  
 23 directors, or if the directors so direct, or ~~(2) if such a~~  
 24 ~~quorum is not obtainable, or, even if obtainable, if a quorum~~  
 25 ~~of disinterested directors so directs,~~ by independent legal  
 26 counsel in a written opinion, or (4) (3) by the shareholders.

27 (e) Expenses (including attorney's fees) incurred by an  
 28 officer or director in defending a civil or criminal action,  
 29 suit or proceeding may be paid by the corporation in advance  
 30 of the final disposition of such action, suit or proceeding  
 31 upon receipt of an undertaking by or on behalf of the  
 32 director or ~~7~~ officer ~~7~~ ~~employee~~ ~~or agent~~ to repay such  
 33 amount if it shall ultimately be determined that such person  
 34 ~~he~~ ~~or~~ ~~she~~ is not entitled to be indemnified by the

1 corporation as authorized in this Section. Such expenses  
2 (including attorney's fees) incurred by former directors and  
3 officers or other employees and agents may be so paid on such  
4 terms and conditions, if any, as the corporation deems  
5 appropriate.

6 (f) The indemnification and advancement of expenses  
7 provided by or granted under the other subsections of this  
8 Section shall not be deemed exclusive of any other rights to  
9 which those seeking indemnification or advancement of  
10 expenses may be entitled under any by-law, agreement, vote of  
11 shareholders or disinterested directors, or otherwise, both  
12 as to action in his or her official capacity and as to action  
13 in another capacity while holding such office.

14 (g) A corporation may purchase and maintain insurance on  
15 behalf of any person who is or was a director, officer,  
16 employee or agent of the corporation, or who is or was  
17 serving at the request of the corporation as a director,  
18 officer, employee or agent of another corporation,  
19 partnership, joint venture, trust or other enterprise,  
20 against any liability asserted against such person and  
21 incurred by such person in any such capacity, or arising out  
22 of his or her status as such, whether or not the corporation  
23 would have the power to indemnify such person against such  
24 liability under the provisions of this Section.

25 (h) If a corporation indemnifies or advances expenses to  
26 a director or officer under subsection (b) of this Section,  
27 the corporation shall report the indemnification or advance  
28 in writing to the shareholders with or before the notice of  
29 the next shareholders meeting.

30 (i) For purposes of this Section, references to "the  
31 corporation" shall include, in addition to the surviving  
32 corporation, any merging corporation (including any  
33 corporation having merged with a merging corporation)  
34 absorbed in a merger which, if its separate existence had

1 continued, would have had the power and authority to  
2 indemnify its directors, officers, and employees or agents,  
3 so that any person who was a director, officer, employee or  
4 agent of such merging corporation, or was serving at the  
5 request of such merging corporation as a director, officer,  
6 employee or agent of another corporation, partnership, joint  
7 venture, trust or other enterprise, shall stand in the same  
8 position under the provisions of this Section with respect to  
9 the surviving corporation as such person would have with  
10 respect to such merging corporation if its separate existence  
11 had continued.

12 (j) For purposes of this Section, references to "other  
13 enterprises" shall include employee benefit plans; references  
14 to "fines" shall include any excise taxes assessed on a  
15 person with respect to an employee benefit plan; and  
16 references to "serving at the request of the corporation"  
17 shall include any service as a director, officer, employee or  
18 agent of the corporation which imposes duties on, or involves  
19 services by such director, officer, employee, or agent with  
20 respect to an employee benefit plan, its participants, or  
21 beneficiaries. A person who acted in good faith and in a  
22 manner he or she reasonably believed to be in the best  
23 interests of the participants and beneficiaries of an  
24 employee benefit plan shall be deemed to have acted in a  
25 manner "not opposed to the best interest of the corporation"  
26 as referred to in this Section.

27 (k) The indemnification and advancement of expenses  
28 provided by or granted under this Section shall, unless  
29 otherwise provided when authorized or ratified, continue as  
30 to a person who has ceased to be a director, officer,  
31 employee, or agent and shall inure to the benefit of the  
32 heirs, executors, and administrators of that person.

33 (Source: P.A. 91-464, eff. 1-1-00.)

1 (805 ILCS 5/9.20)

2 Sec. 9.20. Reduction of paid-in capital.

3 (a) A corporation may reduce its paid-in capital:

4 (1) by resolution of its board of directors by  
5 charging against its paid-in capital (i) the paid-in  
6 capital represented by shares acquired and cancelled by  
7 the corporation as permitted by law, to the extent of the  
8 cost from the paid-in capital of the reacquired and  
9 cancelled shares or a lesser amount as may be elected by  
10 the corporation, (ii) dividends paid on preferred shares,  
11 or (iii) distributions as liquidating dividends; or

12 (2) pursuant to an approved reorganization in  
13 bankruptcy that specifically directs the reduction to be  
14 effected.

15 (b) Notwithstanding anything to the contrary contained  
16 in this Act, at no time shall the paid-in capital be reduced  
17 to an amount less than the aggregate par value of all issued  
18 shares having a par value.

19 (c) Until the report under Section 14.30 has been filed  
20 in the Office of the Secretary of State showing a reduction  
21 in paid-in capital, the basis of the annual franchise tax  
22 payable by the corporation shall not be reduced; provided,  
23 however, that in no event shall the annual franchise tax for  
24 any taxable year be reduced if the report is not filed prior  
25 to the first day of the anniversary month or, in the case of  
26 a corporation that has established an extended filing month,  
27 the extended filing month of the corporation of that taxable  
28 year and before payment of its annual franchise tax.

29 (d) A corporation that reduced its paid-in capital after  
30 December 31, 1986 by one or more of the methods described in  
31 subsection (a) may report the reduction pursuant to Section  
32 14.30, subject to the restrictions of subsections (b) and  
33 (c) of this Section. A reduction in paid-in capital reported  
34 pursuant to this subsection shall have no effect for any

1 purpose under this Act with respect to a taxable year ending  
2 before the report is filed.

3 (e) Nothing in this Section shall be construed to forbid  
4 any reduction in paid-in capital to be effected under Section  
5 9.05 of this Act.

6 (f) In the case of a vertical merger, the paid-in  
7 capital of a subsidiary may be eliminated if either (1) it  
8 was created, totally funded, or wholly owned by the parent or  
9 (2) the amount of the parent's investment in the subsidiary  
10 was equal to or exceeded the subsidiary's paid-in capital.

11 (Source: P.A. 90-421, eff. 1-1-98.)

12 (805 ILCS 5/10.30) (from Ch. 32, par. 10.30)

13 Sec. 10.30. Articles of amendment. (a) Except as  
14 provided in Section 10.40, the articles of amendment shall be  
15 executed and filed in duplicate in accordance with Section  
16 1.10 of this Act and shall set forth:

17 (1) The name of the corporation.

18 (2) The text of each amendment adopted.

19 (3) If the amendment was adopted by the incorporators, a  
20 statement that the amendment was adopted by a majority of the  
21 incorporators, that no shares have been issued and that the  
22 directors were neither named in the articles of incorporation  
23 nor elected at the time the amendment was adopted.

24 (4) If the amendment was adopted by the directors  
25 without shareholder action, a statement that the amendment  
26 was adopted by a majority of the directors and that  
27 shareholder action was not required.

28 (5) Where the amendment was approved by the  
29 shareholders:

30 (i) a statement that the amendment was adopted at a  
31 meeting of shareholders by the affirmative vote of the  
32 holders of outstanding shares having not less than the  
33 minimum number of votes necessary to adopt such amendment, as

1 provided by the articles of incorporation; or

2 (ii) a statement that the amendment was adopted by  
3 written consent signed by the holders of outstanding shares  
4 having not less than the minimum number of votes necessary to  
5 adopt such amendment, as provided by the articles of  
6 incorporation, and in accordance with Section 7.10 of this  
7 Act.

8 (6) If the amendment provides for an exchange,  
9 reclassification, or cancellation of issued shares, or a  
10 reduction of the number of authorized shares of any class  
11 below the number of issued shares of that class, then a  
12 statement of the manner in which such amendment shall be  
13 effected.

14 (7) If the amendment effects a change in the amount of  
15 paid-in capital, then a statement of the manner in which the  
16 same is effected and a statement, expressed in dollars, of  
17 the amount of paid-in capital as changed by such amendment.

18 (8) If the amendment restates the articles of  
19 incorporation, the amendment shall so state and shall set  
20 forth:

21 (i) the text of the articles as restated;

22 (ii) the date of incorporation, the name under which the  
23 corporation was incorporated, subsequent names, if any, that  
24 the corporation adopted pursuant to amendment of its articles  
25 of incorporation, and the effective date of any such  
26 amendments;

27 (iii) the address of the registered office and the name  
28 of the registered agent on the date of filing the restated  
29 articles; and

30 (iv) the number of shares of each class issued on the  
31 date of filing the restated articles and the amount of  
32 paid-in capital as of such date.

33 The articles as restated must include all the information  
34 required by subsection (a) of Section 2.10, except that the

1 articles need not set forth the information required by  
2 paragraphs 3, 4 or 6 thereof. If any provision of the  
3 articles of incorporation is amended in connection with the  
4 restatement, the articles of amendment shall clearly identify  
5 such amendment.

6 (9) If, pursuant to Section 10.35, the amendment is to  
7 become effective subsequent to the date on which the  
8 certificate of amendment is issued, the date on which the  
9 amendment is to become effective.

10 (10) If the amendment revives the articles of  
11 incorporation and extends the period of corporate duration,  
12 the amendment shall so state and shall set forth:

13 (i) the date the period of duration expired under the  
14 articles of incorporation;

15 (ii) a statement that the period of duration will be  
16 perpetual, or, if a limited duration is to be provided, the  
17 date to which the period of duration is to be extended; and

18 (iii) a statement that the corporation has been in  
19 continuous operation since before the date of expiration of  
20 its original period of duration.

21 (b) When the provisions of this Section have been  
22 complied with, the Secretary of State shall file the articles  
23 of amendment ~~issue-a-certificate-of-amendment~~.

24 (Source: P.A. 84-924.)

25 (805 ILCS 5/10.35) (from Ch. 32, par. 10.35)

26 Sec. 10.35. Effect of certificate of amendment.

27 (a) The amendment shall become effective and the  
28 articles of incorporation shall be deemed to be amended  
29 accordingly, as of the later of:

30 (1) the filing of the articles ~~issuance-of-the~~  
31 ~~certificate~~ of amendment by the Secretary of State; or

32 (2) the time established under the articles of  
33 amendment, not to exceed 30 days after the filing of the

1        ~~articles issuance-of-the-certificate~~ of amendment by the  
2        Secretary of State.

3        (b) If the amendment is made in accordance with the  
4        provisions of Section 10.40, upon the filing of the articles  
5        ~~issuance--of-the-certificate~~ of amendment by the Secretary of  
6        State, the amendment shall become effective and the articles  
7        of incorporation shall be deemed to be amended accordingly,  
8        without any action thereon by the directors or shareholders  
9        of the corporation and with the same effect as if the  
10       amendments had been adopted by unanimous action of the  
11       directors and shareholders of the corporation.

12       (c) If the amendment restates the articles of  
13       incorporation, such restated articles of incorporation shall,  
14       upon such amendment becoming effective, supersede and stand  
15       in lieu of the corporation's preexisting articles of  
16       incorporation.

17       (d) If the amendment revives the articles of  
18       incorporation and extends the period of corporate duration,  
19       upon the filing of the articles issuance-of-the-certificate  
20       of amendment by the Secretary of State, the amendment shall  
21       become effective and the corporate existence shall be deemed  
22       to have continued without interruption from the date of  
23       expiration of the original period of duration, and the  
24       corporation shall stand revived with such powers, duties and  
25       obligations as if its period of duration had not expired; and  
26       all acts and proceedings of its officers, directors and  
27       shareholders, acting or purporting to act as such, which  
28       would have been legal and valid but for such expiration,  
29       shall stand ratified and confirmed.

30       (e) Each amendment which affects the number of issued  
31       shares or the amount of paid-in capital shall be deemed to be  
32       a report under the provisions of this Act.

33       (f) No amendment of the articles of incorporation of a  
34       corporation shall affect any existing cause of action in

1 favor of or against such corporation, or any pending suit in  
2 which such corporation shall be a party, or the existing  
3 rights of persons other than shareholders; and, in the event  
4 the corporate name shall be changed by amendment, no suit  
5 brought by or against such corporation under its former name  
6 shall be abated for that reason.

7 (Source: P.A. 91-464, eff. 1-1-00.)

8 (805 ILCS 5/11.25) (from Ch. 32, par. 11.25)

9 Sec. 11.25. Articles of merger, consolidation or  
10 exchange. (a) Upon such approval, articles of merger,  
11 consolidation or exchange shall be executed by each  
12 corporation and filed in duplicate in accordance with Section  
13 1.10 of this Act and shall set forth:

14 (1) The plan of merger, consolidation or exchange.

15 (2) As to each corporation:

16 (i) a statement that the plan was adopted at a meeting  
17 of shareholders by the affirmative vote of the holders of  
18 outstanding shares having not less than the minimum number of  
19 votes necessary to adopt such plan, as provided by the  
20 articles of incorporation of the respective corporations; or

21 (ii) a statement that the plan was adopted by a consent  
22 in writing signed by the holders of outstanding shares having  
23 not less than the minimum number of votes necessary to adopt  
24 such plan, as provided by the articles of incorporation of  
25 the respective corporations, and in accordance with Section  
26 7.10 of this Act.

27 (b) When the provisions of this Section have been  
28 complied with, the Secretary of State shall file the articles  
29 ~~issue--a--certificate~~ of merger, consolidation, or share  
30 exchange.

31 (Source: P.A. 83-1025.)

32 (805 ILCS 5/11.30) (from Ch. 32, par. 11.30)

1           Sec. 11.30. Merger of subsidiary corporation.

2           (a) Any corporation, in this Section referred to as the  
3 "parent corporation", owning at least 90% of the outstanding  
4 shares of each class of shares of any other corporation or  
5 corporations, in this Section referred to as the "subsidiary  
6 corporation", may merge the subsidiary corporation or  
7 corporations into itself or into one of the subsidiary  
8 corporations, if each merging subsidiary corporation is  
9 solvent, without approval by a vote of the shareholders of  
10 the parent corporation or the shareholders of any of the  
11 merging subsidiary corporations, upon completion of the  
12 requirements of this Section.

13           (b) The board of directors of the parent corporation  
14 shall, by resolution, approve a plan of merger setting forth:

15                 (1) The name of each merging subsidiary corporation  
16 and the name of the parent corporation; and

17                 (2) The manner and basis of converting the shares  
18 of each merging subsidiary corporation not owned by the  
19 parent corporation into shares, obligations or other  
20 securities of the surviving corporation or of the parent  
21 corporation or into cash or other property or into any  
22 combination of the foregoing.

23           (c) A copy of such plan of merger shall be mailed to  
24 each shareholder, other than the parent corporation, of a  
25 merging subsidiary corporation who was a shareholder of  
26 record on the date of the adoption of the plan of merger,  
27 together with a notice informing such shareholders of their  
28 right to dissent and enclosing a copy of Section 11.70 or  
29 otherwise providing adequate notice of the procedure to  
30 dissent.

31           (d) After 30 days following the mailing of a copy of the  
32 plan of merger and notice to the shareholders of each merging  
33 subsidiary corporation, or upon the written consent to the  
34 merger or written waiver of the 30 day period by the holders

1 of all the outstanding shares of all shares of all such  
2 subsidiary corporations, the articles of merger shall be  
3 executed by the parent corporation and filed in duplicate in  
4 accordance with Section 1.10 of this Act and shall set forth:

5 (1) The plan of merger.

6 (2) The number of outstanding shares of each class  
7 of each merging subsidiary corporation and the number of  
8 such shares of each class owned immediately prior to the  
9 adoption of the plan of merger by the parent corporation.

10 (3) The date of mailing a copy of the plan of  
11 merger and notice of right to dissent to the shareholders  
12 of each merging subsidiary corporation.

13 (e) When the provisions of this Section have been  
14 complied with, the Secretary of State shall file the articles  
15 issue-a-certificate of merger.

16 (f) Subject to Section 11.35 and provided that all the  
17 conditions hereinabove set forth have been met, any domestic  
18 corporation may be merged into or may merge into itself any  
19 foreign corporation in the foregoing manner.

20 (Source: P.A. 88-151.)

21 (805 ILCS 5/11.39)

22 Sec. 11.39. Merger of domestic corporation and limited  
23 liability company.

24 (a) Any one or more domestic corporations may merge with  
25 or into one or more limited liability companies of this  
26 State, any other state or states of the United States, or the  
27 District of Columbia, if the laws of the other state or  
28 states or the District of Columbia permit the merger. The  
29 domestic corporation or corporations and the limited  
30 liability company or companies may merge with or into a  
31 corporation, which may be any one of these corporations, or  
32 they may merge with or into a limited liability company,  
33 which may be any one of these limited liability companies,

1 which shall be a domestic corporation or limited liability  
2 company of this State, any other state of the United States,  
3 or the District of Columbia, which permits the merger  
4 pursuant to a plan of merger complying with and approved in  
5 accordance with this Section.

6 (b) The plan of merger must set forth the following:

7 (1) The names of the domestic corporation or  
8 corporations and limited liability company or companies  
9 proposing to merge and the name of the domestic  
10 corporation or limited liability company into which they  
11 propose to merge, which is designated as the surviving  
12 entity.

13 (2) The terms and conditions of the proposed merger  
14 and the mode of carrying the same into effect.

15 (3) The manner and basis of converting the shares  
16 of each domestic corporation and the interests of each  
17 limited liability company into shares, interests,  
18 obligations, other securities of the surviving entity or  
19 into cash or other property or any combination of the  
20 foregoing.

21 (4) In the case of a merger in which a domestic  
22 corporation is the surviving entity, a statement of any  
23 changes in the articles of incorporation of the surviving  
24 corporation to be effected by the merger.

25 (5) Any other provisions with respect to the  
26 proposed merger that are deemed necessary or desirable,  
27 including provisions, if any, under which the proposed  
28 merger may be abandoned prior to the filing of the  
29 articles of merger by the Secretary of State of this  
30 State.

31 (c) The plan required by subsection (b) of this Section  
32 shall be adopted and approved by the constituent corporation  
33 or corporations in the same manner as is provided in Sections  
34 11.05, 11.15, and 11.20 of this Act and, in the case of a

1 limited liability company, in accordance with the terms of  
2 its operating agreement, if any, and in accordance with the  
3 laws under which it was formed.

4 (d) Upon this approval, articles of merger shall be  
5 executed by each constituent corporation and limited  
6 liability company and filed with the Secretary of State as  
7 ~~provided--in--Section-11.25-of-this-Act~~ and shall be recorded  
8 with respect to each constituent corporation as provided in  
9 Section 11.45 of this Act. The merger shall become effective  
10 for all purposes of the laws of this State when and as  
11 provided in Section 11.40 of this Act with respect to the  
12 merger of corporations of this State.

13 (e) If the surviving entity is to be governed by the  
14 laws of the District of Columbia or any state other than this  
15 State, it shall file with the Secretary of State of this  
16 State an agreement that it may be served with process in this  
17 State in any proceeding for enforcement of any obligation of  
18 any constituent corporation or limited liability company of  
19 this State, as well as for enforcement of any obligation of  
20 the surviving corporation or limited liability company  
21 arising from the merger, including any suit or other  
22 proceeding to enforce the shareholders right to dissent as  
23 provided in Section 11.70 of this Act, and shall irrevocably  
24 appoint the Secretary of State of this State as its agent to  
25 accept service of process in any such suit or other  
26 proceedings.

27 (f) Section 11.50 of this Act shall, insofar as it is  
28 applicable, apply to mergers between domestic corporations  
29 and limited liability companies.

30 (g) In any merger under this Section, the surviving  
31 entity shall not engage in any business or exercise any power  
32 that a domestic corporation or domestic limited liability  
33 company may not otherwise engage in or exercise in this  
34 State. Furthermore, the surviving entity shall be governed

1 by the ownership and control restrictions in Illinois law  
2 applicable to that type of entity.

3 (Source: P.A. 90-424, eff. 1-1-98.)

4 (805 ILCS 5/11.40) (from Ch. 32, par. 11.40)

5 Sec. 11.40. Effective date of merger, consolidation or  
6 exchange. The merger, consolidation or exchange shall become  
7 effective upon filing of the articles ~~the-issuance-of-the~~  
8 ~~certificate~~ of merger, consolidation or exchange by the  
9 Secretary of State or on a later specified date, not more  
10 than 30 days subsequent to the filing of the articles of  
11 merger, consolidation or exchange ~~issuance-of-the-certificate~~  
12 by the Secretary of State, as may be provided for in the  
13 plan.

14 (Source: P.A. 88-151.)

15 (805 ILCS 5/11.45) (from Ch. 32, par. 11.45)

16 Sec. 11.45. Recording of certificate and articles of  
17 merger, consolidation or exchange. A copy of the articles of  
18 merger, consolidation or exchange as filed by the Secretary  
19 of State ~~The--certificate--of--merger--with--the--copy--of--the~~  
20 ~~articles--of--merger--affixed--thereto--by--the--Secretary--of--State,~~  
21 ~~or--the--certificate--of--consolidation--with--the--copy--of--the~~  
22 ~~articles--of--consolidation--affixed--thereto--by--the--Secretary--of~~  
23 ~~State,--or--the--certificate--of--exchange--with--the--copy--of--the~~  
24 ~~articles--of--exchange--affixed--thereto--by--the--Secretary--of~~  
25 State, shall be returned to the surviving or new or acquiring  
26 corporation, as the case may be, or to its representative,  
27 and such ~~certificate--and~~ articles, or a copy thereof  
28 certified by the Secretary of State, shall be filed for  
29 record within the time prescribed by Section 1.10 of this Act  
30 in the office of the Recorder of each county in which the  
31 registered office of each merging or consolidating or  
32 acquiring corporation may be situated, and in the case of a

1 consolidation, in the office of the Recorder of the county in  
2 which the registered office of the new corporation shall be  
3 situated and, in the case of a share exchange, in the office  
4 of the Recorder of the county in which the registered office  
5 of the corporation whose shares were acquired shall be  
6 situated.

7 (Source: P.A. 83-1362.)

8 (805 ILCS 5/12.20) (from Ch. 32, par. 12.20)

9 Sec. 12.20. Articles of dissolution.

10 (a) When a voluntary dissolution has been authorized as  
11 provided by this Act, articles of dissolution shall be  
12 executed and filed in duplicate in accordance with Section  
13 1.10 of this Act and shall set forth:

14 (1) The name of the corporation.

15 (2) The date dissolution was authorized.

16 (3) A post-office address to which may be mailed a  
17 copy of any process against the corporation that may be  
18 served on the Secretary of State.

19 (4) A statement of the aggregate number of issued  
20 shares of the corporation itemized by classes and series,  
21 if any, within a class, as of the date of execution.

22 (5) A statement of the amount of paid-in capital of  
23 the corporation as of the date of execution.

24 (6) Such additional information as may be necessary  
25 or appropriate in order to determine any unpaid fees or  
26 franchise taxes payable by such corporation as in this  
27 Act prescribed.

28 (7) Where dissolution is authorized pursuant to  
29 Section 12.05, a statement that a majority of  
30 incorporators or majority of directors, as the case may  
31 be, have consented to the dissolution and that all  
32 provisions of Section 12.05 have been complied with.

33 (8) Where dissolution is authorized pursuant to

1 Section 12.10, a statement that the holders of all the  
2 outstanding shares entitled to vote on dissolution have  
3 consented thereto.

4 (9) Where dissolution is authorized pursuant to  
5 Section 12.15, a statement that a resolution proposing  
6 dissolution has been adopted at a meeting of shareholders  
7 by the affirmative vote of the holders of outstanding  
8 shares having not less than the minimum number of votes  
9 necessary to adopt such resolution as provided by the  
10 articles of incorporation.

11 (b) When the provisions of this Section have been  
12 complied with, the Secretary of State shall file the articles  
13 issue-a-certificate of dissolution.

14 (c) The dissolution is effective on the date of the  
15 filing of the articles issuance-of-the-certificate thereof by  
16 the Secretary of State.

17 (Source: P.A. 86-985.)

18 (805 ILCS 5/12.25) (from Ch. 32, par. 12.25)

19 Sec. 12.25. Revocation of Dissolution. (a) A  
20 corporation may revoke its dissolution within 60 days of the  
21 effective date of dissolution if the corporation has not  
22 begun to distribute its assets or has not commenced a  
23 proceeding for court-supervision of its winding up under  
24 Section 12.50.

25 (b) The corporation's board of directors, or its  
26 incorporators if shares have not been issued and the initial  
27 directors have not been designated, may revoke the  
28 dissolution without shareholder action.

29 (c) Within 60 days after the dissolution has been  
30 revoked by the corporation, articles of revocation of  
31 dissolution shall be executed and filed in duplicate in  
32 accordance with Section 1.10 of this Act and shall set forth:

33 (1) The name of the corporation.

1 (2) The effective date of the dissolution that was  
2 revoked.

3 (3) A statement that the corporation has not begun to  
4 distribute its assets nor has it commenced a proceeding for  
5 court-supervision of its winding up.

6 (4) The date the revocation of dissolution was  
7 authorized.

8 (5) A statement that the corporation's board of  
9 directors (or incorporators) revoked the dissolution.

10 (d) When the provisions of this Section have been  
11 complied with, the Secretary of State shall file the articles  
12 issue-a-certificate of revocation of dissolution. Failure to  
13 file the revocation of dissolution as required in subsection  
14 (c) hereof shall not be grounds for the Secretary of State to  
15 reject the filing, but the corporation filing beyond the time  
16 period shall pay a penalty as prescribed by this Act.

17 (e) The revocation of dissolution is effective on the  
18 date of filing the-issuance-of-the-certificate thereof by the  
19 Secretary of State and shall relate back and take effect as  
20 of the date of-issuance-of-the-certificate of dissolution and  
21 the corporation may resume carrying on business as if  
22 dissolution had never occurred.

23 (Source: P.A. 84-1412.)

24 (805 ILCS 5/12.35) (from Ch. 32, par. 12.35)

25 Sec. 12.35. Grounds for administrative dissolution. The  
26 Secretary of State may dissolve any corporation  
27 administratively if:

28 (a) It has failed to file its annual report or final  
29 transition annual report and pay its franchise tax as  
30 required by this Act before the first day of the anniversary  
31 month or, in the case of a corporation which has established  
32 an extended filing month, the extended filing month of the  
33 corporation of the year in which such annual report becomes

1 due and such franchise tax becomes payable;

2 (b) it has failed to file in the office of the Secretary  
3 of State any report after the expiration of the period  
4 prescribed in this Act for filing such report; or

5 (c) it has failed to pay any fees, franchise taxes, or  
6 charges prescribed by this Act;

7 (d) it has misrepresented any material matter in any  
8 application, report, affidavit, or other document filed by  
9 the corporation pursuant to this Act; or

10 (e) (e) it has failed to appoint and maintain a  
11 registered agent in this State.

12 (Source: P.A. 86-985.)

13 (805 ILCS 5/12.45) (from Ch. 32, par. 12.45)

14 Sec. 12.45. Reinstatement following administrative  
15 dissolution. (a) A domestic corporation administratively  
16 dissolved under Section 12.40 may be reinstated by the  
17 Secretary of State within five years following the date of  
18 issuance of the certificate of dissolution upon:

19 (1) The filing of an application for reinstatement.

20 (2) The filing with the Secretary of State by the  
21 corporation of all reports then due and theretofore becoming  
22 due.

23 (3) The payment to the Secretary of State by the  
24 corporation of all fees, franchise taxes, and penalties then  
25 due and theretofore becoming due.

26 (b) The application for reinstatement shall be executed  
27 and filed in duplicate in accordance with Section 1.10 of  
28 this Act and shall set forth:

29 (1) The name of the corporation at the time of the  
30 issuance of the certificate of dissolution.

31 (2) If such name is not available for use as determined  
32 by the Secretary of State at the time of filing the  
33 application for reinstatement, the name of the corporation as

1 changed, provided however, and any change of name is properly  
2 effected pursuant to Section 10.05 and Section 10.30 of this  
3 Act.

4 (3) The date of the issuance of the certificate of  
5 dissolution.

6 (4) The address, including street and number, or rural  
7 route number of the registered office of the corporation upon  
8 reinstatement thereof, and the name of its registered agent  
9 at such address upon the reinstatement of the corporation,  
10 provided however, that any change from either the registered  
11 office or the registered agent at the time of dissolution is  
12 properly reported pursuant to Section 5.10 of this Act.

13 (c) When a dissolved corporation has complied with the  
14 provisions of this Sec the Secretary of State shall file the  
15 application for issue-a-certificate-of reinstatement.

16 (d) Upon the filing of the application for issuance-of  
17 the-certificate-of reinstatement, the corporate existence  
18 shall be deemed to have continued without interruption from  
19 the date of the issuance of the certificate of dissolution,  
20 and the corporation shall stand revived with such powers,  
21 duties and obligations as if it had not been dissolved; and  
22 all acts and proceedings of its officers, directors and  
23 shareholders, acting or purporting to act as such, which  
24 would have been legal and valid but for such dissolution,  
25 shall stand ratified and confirmed.

26 (Source: P.A. 86-381.)

27 (805 ILCS 5/12.80) (from Ch. 32, par. 12.80)

28 Sec. 12.80. Survival of remedy after dissolution. The  
29 dissolution of a corporation either (1) by filing articles of  
30 dissolution in accordance with Section 12.20 of this Act, (2)  
31 by the issuance of a certificate of dissolution in accordance  
32 with Section 12.40 of this Act by-the-Secretary-of-State, or  
33 (3) or-(2) by a judgment of dissolution by a circuit court of

1 this State, or (4) ~~(3)~~ by expiration of its period of  
2 duration, shall not take away nor impair any civil remedy  
3 available to or against such corporation, its directors, or  
4 shareholders, for any right or claim existing, or any  
5 liability incurred, prior to such dissolution if action or  
6 other proceeding thereon is commenced within five years after  
7 the date of such dissolution. Any such action or proceeding  
8 by or against the corporation may be prosecuted or defended  
9 by the corporation in its corporate name.

10 (Source: P.A. 85-1344.)

11 (805 ILCS 5/13.05) (from Ch. 32, par. 13.05)

12 Sec. 13.05. Admission of foreign corporation. Except as  
13 provided in Article V of the Illinois Insurance Code, a  
14 foreign corporation organized for profit, before it transacts  
15 business in this State, shall procure a--~~certificate--of~~  
16 authority so to do from the Secretary of State. A foreign  
17 corporation organized for profit, upon complying with the  
18 provisions of this Act, may secure from the Secretary of  
19 State the a--~~certificate-of~~ authority to transact business in  
20 this State, but no foreign corporation shall be entitled to  
21 procure a--~~certificate-of~~ authority under this Act to act as  
22 trustee, executor, administrator, administrator to collect,  
23 or guardian, or in any other like fiduciary capacity in this  
24 State or to transact in this State the business of banking,  
25 insurance, suretyship, or a business of the character of a  
26 building and loan corporation. A foreign professional service  
27 corporation may secure a--~~certificate-of~~ authority to transact  
28 business in this State from the Secretary of State upon  
29 complying with this Act and demonstrating compliance with the  
30 Act regulating the professional service to be rendered by the  
31 professional service corporation. However, no foreign  
32 professional service corporation shall be granted a  
33 ~~certificate--of~~ authority unless it complies with the

1 requirements of the Professional Service Corporation Act  
2 concerning ownership and control by specified licensed  
3 professionals. These professionals must be licensed in the  
4 state of domicile or this State. A foreign corporation shall  
5 not be denied a--~~certificate~~-of authority by reason of the  
6 fact that the laws of the state under which such corporation  
7 is organized governing its organization and internal affairs  
8 differ from the laws of this State, and nothing in this Act  
9 contained shall be construed to authorize this State to  
10 regulate the organization or the internal affairs of such  
11 corporation.

12 (Source: P.A. 90-424, eff. 1-1-98; 91-593, eff. 8-14-99.)

13 (805 ILCS 5/13.10) (from Ch. 32, par. 13.10)

14 Sec. 13.10. Powers of foreign corporation. No foreign  
15 corporation shall transact in this State any business which a  
16 corporation organized under the laws of this State is not  
17 permitted to transact. A foreign corporation which shall have  
18 received a--~~certificate~~--of authority to transact business  
19 under this Act shall, until a certificate of revocation has  
20 been issued or an application for of withdrawal shall have  
21 been filed issued as provided in this Act, enjoy the same,  
22 but no greater, rights and privileges as a domestic  
23 corporation organized for the purposes set forth in the  
24 application pursuant to which such ~~certificate~~-of authority  
25 is granted issued; and, except as in Section 13.05 otherwise  
26 provided with respect to the organization and internal  
27 affairs of a foreign corporation and except as elsewhere in  
28 this Act otherwise provided, shall be subject to the same  
29 duties, restrictions, penalties, and liabilities now or  
30 hereafter imposed upon a domestic corporation of like  
31 character.

32 (Source: P.A. 83-1025.)

1 (805 ILCS 5/13.15) (from Ch. 32, par. 13.15)

2 Sec. 13.15. Application for ~~certificate~~ of authority.

3 (a) A foreign corporation, in order to procure a ~~certificate~~  
4 of authority to transact business in this State, shall  
5 execute and file in duplicate an application therefor, in  
6 accordance with Section 1.10 of this Act, and shall also file  
7 a copy of its articles of incorporation and all amendments  
8 thereto, duly authenticated by the proper officer of the  
9 state or country wherein it is incorporated. Such  
10 application shall set forth:

11 (1) The name of the corporation, with any additions  
12 thereto required in order to comply with Section 4.05 of this  
13 Act together with the state or country under the laws of  
14 which it is organized.

15 (2) The date of its incorporation and the period of its  
16 duration.

17 (3) The address, including street and number, or rural  
18 route number, of its principal office.

19 (4) The address, including street and number, if any, of  
20 its proposed registered office in this State, and the name of  
21 its proposed registered agent in this State at such address.

22 (5) (Blank.) ~~The names of the states and countries, if~~  
23 ~~any, in which it is admitted or qualified to transact~~  
24 ~~business.~~

25 (6) The purpose or purposes for which it was organized  
26 which it proposes to pursue in the transaction of business in  
27 this State.

28 (7) The names and respective ~~residential~~ addresses,  
29 including street and number, or rural route number, of its  
30 directors and officers.

31 (8) A statement of the aggregate number of shares which  
32 it has authority to issue, itemized by classes, and series,  
33 if any, within a class.

34 (9) A statement of the aggregate number of its issued

1 shares itemized by classes, and series, if any, within a  
2 class.

3 (10) A statement of the amount of paid-in capital of the  
4 corporation, as defined in this Act.

5 (11) An estimate, expressed in dollars, of the value of  
6 all the property to be owned by it for the following year,  
7 wherever located, and an estimate of the value of the  
8 property to be located within this State during such year,  
9 and an estimate, expressed in dollars, of the gross amount of  
10 business which will be transacted by it during such year and  
11 an estimate of the gross amount thereof which will be  
12 transacted by it at or from places of business in this State  
13 during such year.

14 (12) In the case of telegraph, telephone, cable,  
15 railroad, or pipe line corporations, the total length of such  
16 telephone, telegraph, cable, railroad, or pipe line and the  
17 length of the line located in this State, and the total value  
18 of such line and the value of such line in this State.

19 (13) Such additional information as may be necessary or  
20 appropriate in order to enable the Secretary of State to  
21 determine whether such corporation is entitled to be granted  
22 ~~a-certificate-of~~ authority to transact business in this State  
23 and to determine and assess the franchise taxes, fees, and  
24 charges payable as in this Act prescribed.

25 (b) Such application shall be made on forms prescribed  
26 and furnished by the Secretary of State.

27 (c) When the provisions of this Section have been  
28 complied with, the Secretary of State shall file the  
29 application for ~~issue-a-certificate-of~~ authority.

30 (Source: P.A. 85-1269.)

31 (805 ILCS 5/13.20) (from Ch. 32, par. 13.20)

32 Sec. 13.20. Effect of ~~certificate-of~~ authority. Upon the  
33 filing of the application for ~~issuance-of--a--certificate--of~~

1 authority by the Secretary of State, the corporation shall  
2 have the right to transact business in this State for those  
3 purposes set forth in its application, subject, however, to  
4 the right of this State to revoke such right to transact  
5 business in this State as provided in this Act.

6 (Source: P.A. 83-1025.)

7 (805 ILCS 5/13.25) (from Ch. 32, par. 13.25)

8 Sec. 13.25. Change of name by foreign corporation.  
9 Whenever a foreign corporation which is admitted to transact  
10 business in this State shall change its name to one under  
11 which ~~a certificate of~~ authority to transact business in this  
12 State would not be granted to it on application therefor, the  
13 authority of such corporation to transact business in this  
14 State shall be suspended and it shall not thereafter transact  
15 any business in this State until it has changed its name to a  
16 name which is available to it under the laws of this State or  
17 until it has adopted an assumed corporate name in accordance  
18 with Section 4.15 of this Act.

19 (Source: P.A. 83-1025.)

20 (805 ILCS 5/13.30) (from Ch. 32, par. 13.30)

21 Sec. 13.30. Amendment to articles of incorporation of  
22 foreign corporation. Each foreign corporation authorized to  
23 transact business in this State, whenever its articles of  
24 incorporation are amended, shall forthwith file in the office  
25 of the Secretary of State a copy of such amendment duly  
26 authenticated by the proper officer of the State or country  
27 under the laws of which such corporation is organized; but  
28 the filing thereof shall not of itself enlarge or alter the  
29 purpose or purposes which such corporation is authorized to  
30 pursue in the transaction of business in this State, nor  
31 authorize such corporation to transact business in this State  
32 under any other name than the name set forth in its

1 application for certificate--of authority, nor extend the  
2 duration of its corporate existence.

3 (Source: P.A. 83-1025.)

4 (805 ILCS 5/13.35) (from Ch. 32, par. 13.35)

5 Sec. 13.35. Merger of foreign corporation authorized to  
6 transact business in this state. Whenever a foreign  
7 corporation authorized to transact business in this State  
8 shall be a party to a statutory merger permitted by the laws  
9 of the state or country under which it is organized, and such  
10 corporation shall be the surviving corporation, it shall  
11 forthwith file with the Secretary of State a copy of the  
12 articles of merger duly authenticated by the proper officer  
13 of the state or country under the laws of which such  
14 statutory merger was effected; and it shall not be necessary  
15 for such corporation to procure either a new or an amended  
16 certificate--of authority to transact business in this State  
17 unless the name of such corporation or the duration of its  
18 corporate existence be changed thereby or unless the  
19 corporation desires to pursue in this State other or  
20 additional purposes than those which it is then authorized to  
21 transact in this State.

22 (Source: P.A. 83-1025.)

23 (805 ILCS 5/13.40) (from Ch. 32, par. 13.40)

24 Sec. 13.40. Amended certificate of authority. A foreign  
25 corporation authorized to transact business in this State  
26 shall secure an amended certificate-of authority to do so in  
27 the event it changes its corporate name, changes the duration  
28 of its corporate existence, or desires to pursue in this  
29 State other or additional purposes than those set forth in  
30 its prior application for a--certificate--of authority, by  
31 making application therefor to the Secretary of State.

32 The application shall set forth:

1           (1) The name of the corporation, with any additions  
 2           required in order to comply with Section 4.05 of this  
 3           Act, together with the state or country under the laws of  
 4           which it is organized.

5           (2) The change to be effected.

6           (Source: P.A. 88-151.)

7           (805 ILCS 5/13.45) (from Ch. 32, par. 13.45)

8           Sec. 13.45. Withdrawal of foreign corporation. A foreign  
 9           corporation authorized to transact business in this State may  
 10          withdraw from this State upon filing with ~~procuring from~~ the  
 11          Secretary of State an application for a ~~certificate of~~  
 12          withdrawal. In order to procure such ~~certificate of~~  
 13          withdrawal, the ~~such~~ foreign corporation shall either:

14          (a) execute and file in duplicate, in accordance  
 15          with Section 1.10 of this Act, an application for  
 16          withdrawal and a final report, which shall set forth:

17                  (1) that no proportion of its issued shares  
 18                  is, on the date of ~~such~~ application, represented by  
 19                  business transacted or property located in this  
 20                  State;

21                  (2) that it surrenders its authority to  
 22                  transact business in this State;

23                  (3) that it revokes the authority of its  
 24                  registered agent in this State to accept service of  
 25                  process and consents that service of process in any  
 26                  suit, action, or proceeding based upon any cause of  
 27                  action arising in this State during the time the  
 28                  corporation was licensed to transact business in  
 29                  this State may thereafter be made on the ~~such~~  
 30                  corporation by service thereof on the Secretary of  
 31                  State;

32                  (4) a post-office address to which may be  
 33                  mailed a copy of any process against the corporation

1 that may be served on the Secretary of State; i-

2 (5) the name of the corporation and the state  
3 or country under the laws of which it is organized; i-

4 (6) a statement of the aggregate number of  
5 issued shares of the corporation itemized by  
6 classes, and series, if any, within a class, as of  
7 the date of the such final report; i-

8 (7) a statement of the amount of paid-in  
9 capital of the corporation as of the date of the  
10 such final report; and-

11 (8) such additional information as may be  
12 necessary or appropriate in order to enable the  
13 Secretary of State to determine and assess any  
14 unpaid fees or franchise taxes payable by the such  
15 foreign corporation as prescribed in this Act  
16 prescribed; or

17 (b) if it has been dissolved, file a copy of the  
18 articles of dissolution duly authenticated by the proper  
19 officer of the state or country under the laws of which  
20 the such corporation was organized.

21 (e) The application for withdrawal and the final report  
22 shall be made on forms prescribed and furnished by the  
23 Secretary of State.

24 (d) When the corporation has complied with the provisions  
25 of subdivision subsection (a) or (b) of this Section, the  
26 Secretary of State shall file the application for issue-a  
27 certificate-of withdrawal and mail a copy of the application  
28 to the corporation or its representative. If the provisions  
29 of subdivision subsection (b) of this Section have been  
30 followed, the Secretary of State shall file the copy of the  
31 articles of dissolution in his or her office with one copy of  
32 the certificate of withdrawal affixed thereto, mail the  
33 original certificate to the corporation or its  
34 representative.

1           Upon the filing of the application for issuance~~ef~~~~such~~  
 2           ~~certificate~~~~ef~~ withdrawal or copy of the articles of  
 3           dissolution, the authority of the corporation to transact  
 4           business in this State shall cease.

5           (Source: P.A. 91-464, eff. 1-1-00; revised 3-21-00.)

6           (805 ILCS 5/13.50) (from Ch. 32, par. 13.50)

7           Sec. 13.50. Grounds for revocation of ~~certificate~~~~ef~~  
 8           authority. The ~~certificate~~~~ef~~ authority of a foreign  
 9           corporation to transact business in this State may be revoked  
 10          by the Secretary of State:

11          (a) Upon the failure of an officer or director to whom  
 12          interrogatories have been propounded by the Secretary of  
 13          State as provided in this Act, to answer the same fully and  
 14          to file such answer in the office of the Secretary of State.

15          (b) If the answer to such interrogatories discloses, or  
 16          if the fact is otherwise ascertained, that the proportion of  
 17          the sum of the paid-in capital of such corporation  
 18          represented in this State is greater than the amount on which  
 19          such corporation has theretofore paid fees and franchise  
 20          taxes, and the deficiency therein is not paid.

21          (c) If the corporation for a period of one year has  
 22          transacted no business and has had no tangible property in  
 23          this State as revealed by its annual reports.

24          (d) Upon the failure of the corporation to keep on file  
 25          in the office of the Secretary of State duly authenticated  
 26          copies of each amendment to its articles of incorporation.

27          (e) Upon the failure of the corporation to appoint and  
 28          maintain a registered agent in this State.

29          (f) Upon the failure of the corporation to file for  
 30          record in the office of the recorder of the county in which  
 31          its registered office is situated, ~~its~~~~certificate~~~~ef~~  
 32          ~~authority or any amended certificate of authority to transact~~  
 33          ~~business in this State,~~~~ef~~ any appointment of registered

1 agent.

2 (g) Upon the failure of the corporation to file any  
3 report after the period prescribed by this Act for the filing  
4 of such report.

5 (h) Upon the failure of the corporation to pay any fees,  
6 franchise taxes, or charges prescribed by this Act.

7 (i) For misrepresentation of any material matter in any  
8 application, report, affidavit, or other document filed by  
9 such corporation pursuant to this Act.

10 (j) Upon the failure of the corporation to renew its  
11 assumed name or to apply to change its assumed name pursuant  
12 to the provisions of this Act, when the corporation can only  
13 transact business within this State under its assumed name in  
14 accordance with the provisions of Section 4.05 of this Act.

15 (k) When under the provisions of the "Consumer Fraud and  
16 Deceptive Business Practices Act" a court has found that the  
17 corporation substantially and willfully violated such Act.

18 (Source: P.A. 83-1362.)

19 (805 ILCS 5/13.55) (from Ch. 32, par. 13.55)

20 Sec. 13.55. Procedure for revocation of certificate of  
21 authority. (a) After the Secretary of State determines that  
22 one or more grounds exist under Section 13.50 for the  
23 revocation of a ~~certificate~~ of authority of a foreign  
24 corporation, he or she shall send by regular mail to each  
25 delinquent corporation a Notice of Delinquency to its  
26 registered office, or, if the corporation has failed to  
27 maintain a registered office, then to the president or other  
28 principal officer at the last known office of said officer.

29 (b) If the corporation does not correct the default  
30 within 90 days following such notice, the Secretary of State  
31 shall thereupon revoke the certificate of authority of the  
32 corporation by issuing a ~~certificate~~ of revocation that  
33 recites the grounds for revocation and its effective date.

1 The Secretary of State shall file the original of the  
2 certificate in his or her office, mail one copy to the  
3 corporation at its registered office and file one copy for  
4 record in the office of the recorder of the county in which  
5 the registered office of the corporation in this State is  
6 situated, to be recorded by such recorder. The recorder shall  
7 submit for payment to the Secretary of State, on a quarterly  
8 basis, the amount of filing fees incurred.

9 (c) Upon the issuance of the certificate of revocation,  
10 the authority of the corporation to transact business in this  
11 State shall cease and such revoked corporation shall not  
12 thereafter carry on any business in this State.

13 (Source: P.A. 85-1269.)

14 (805 ILCS 5/13.60) (from Ch. 32, par. 13.60)

15 Sec. 13.60. Reinstatement following revocation. (a) A  
16 foreign corporation revoked under Section 13.55 may be  
17 reinstated by the Secretary of State within five years  
18 following the date of issuance of the certificate of  
19 revocation upon:

20 (1) The filing of an application for reinstatement.

21 (2) The filing with the Secretary of State by the  
22 corporation of all reports then due and theretofore becoming  
23 due.

24 (3) The payment to the Secretary of State by the  
25 corporation of all fees, franchise taxes, and penalties then  
26 due and theretofore becoming due.

27 (b) The application for reinstatement shall be executed  
28 and filed in duplicate in accordance with Section 1.10 of  
29 this Act and shall set forth:

30 (1) The name of the corporation at the time of the  
31 issuance of the certificate of revocation.

32 (2) If such name is not available for use as determined  
33 by the Secretary of State at the time of filing the

1 application for reinstatement, the name of the corporation as  
2 changed; provided, however, that any change of name is  
3 properly effected pursuant to Section 13.30 and Section 13.40  
4 of this Act.

5 (3) The date of the issuance of the certificate of  
6 revocation.

7 (4) The address, including street and number, or rural  
8 route number, of the registered office of the corporation  
9 upon reinstatement thereof, and the name of its registered  
10 agent at such address upon the reinstatement of the  
11 corporation; provided, however, that any change from either  
12 the registered office or the registered agent at the time of  
13 revocation is properly reported pursuant to Section 5.10 of  
14 this act.

15 (c) When a revoked corporation has complied with the  
16 provisions of this Section, the Secretary of State shall file  
17 the application for issue-a-certificate-of reinstatement.

18 (d) Upon the filing of the application for issuance--of  
19 the--certificate--of reinstatement, the authority of the  
20 corporation to transact business in this State shall be  
21 deemed to have continued without interruption from the date  
22 of the issuance of the certificate of revocation, and the  
23 corporation shall stand revived as if its certificate of  
24 authority had not been revoked; and all acts and proceedings  
25 of its officers, directors and shareholders, acting or  
26 purporting to act as such, which would have been legal and  
27 valid but for such revocation, shall stand ratified and  
28 confirmed.

29 (Source: P.A. 85-1269.)

30 (805 ILCS 5/13.70) (from Ch. 32, par. 13.70)

31 Sec. 13.70. Transacting business without certificate--of  
32 authority.

33 (a) No foreign corporation transacting business in this

1 State without a--certificate--of authority to do so is  
2 permitted to maintain a civil action in any court of this  
3 State, until the corporation obtains that a--certificate--of  
4 authority. Nor shall a civil action be maintained in any  
5 court of this State by any successor or assignee of the  
6 corporation on any right, claim or demand arising out of the  
7 transaction of business by the corporation in this State,  
8 until a--certificate--of authority to transact business in this  
9 State is obtained by the corporation or by a corporation that  
10 has acquired all or substantially all of its assets.

11 (b) The failure of a foreign corporation to obtain a  
12 certificate--of authority to transact business in this State  
13 does not impair the validity of any contract or act of the  
14 corporation, and does not prevent the corporation from  
15 defending any action in any court of this State.

16 (c) A foreign corporation that transacts business in  
17 this State without a--certificate--of authority is liable to  
18 this State, for the years or parts thereof during which it  
19 transacted business in this State without a--certificate--of  
20 authority, in an amount equal to all fees, franchise taxes,  
21 penalties and other charges that would have been imposed by  
22 this Act upon the corporation had it duly applied for and  
23 received a--certificate--of authority to transact business in  
24 this State as required by this Act, but failed to pay the  
25 franchise taxes that would have been computed thereon, and  
26 thereafter filed all reports required by this Act; and, if a  
27 corporation fails to file an application for obtain--a  
28 certificate--of authority within 60 days after it commences  
29 business in this State, in addition thereto it is liable for  
30 a penalty of either 10% of the filing fee, license fee and  
31 franchise taxes or \$200 plus \$5.00 for each month or fraction  
32 thereof in which it has continued to transact business in  
33 this State without a--certificate--of authority therefor,  
34 whichever penalty is greater. The Attorney General shall

1 bring proceedings to recover all amounts due this State under  
2 this Section.

3 (Source: P.A. 87-516.)

4 (805 ILCS 5/14.05) (from Ch. 32, par. 14.05)

5 Sec. 14.05. Annual report of domestic or foreign  
6 corporation. Each domestic corporation organized under any  
7 general law or special act of this State authorizing the  
8 corporation to issue shares, other than homestead  
9 associations, building and loan associations, banks and  
10 insurance companies (which includes a syndicate or limited  
11 syndicate regulated under Article V 1/2 of the Illinois  
12 Insurance Code or member of a group of underwriters regulated  
13 under Article V of that Code), and each foreign corporation  
14 (except members of a group of underwriters regulated under  
15 Article V of the Illinois Insurance Code) authorized to  
16 transact business in this State, shall file, within the time  
17 prescribed by this Act, an annual report setting forth:

18 (a) The name of the corporation.

19 (b) The address, including street and number, or  
20 rural route number, of its registered office in this  
21 State, and the name of its registered agent at that  
22 address and a statement of change of its registered  
23 office or registered agent, or both, if any.

24 (c) The address, including street and number, or  
25 rural route number, of its principal office.

26 (d) The names and respective ~~residential~~ addresses,  
27 including street and number, or rural route number, of  
28 its directors and officers.

29 (e) A statement of the aggregate number of shares  
30 which the corporation has authority to issue, itemized by  
31 classes and series, if any, within a class.

32 (f) A statement of the aggregate number of issued  
33 shares, itemized by classes, and series, if any, within a

1 class.

2 (g) A statement, expressed in dollars, of the  
3 amount of paid-in capital of the corporation as defined  
4 in this Act.

5 (h) Either a statement that (1) all the property of  
6 the corporation is located in this State and all of its  
7 business is transacted at or from places of business in  
8 this State, or the corporation elects to pay the annual  
9 franchise tax on the basis of its entire paid-in capital,  
10 or (2) a statement, expressed in dollars, of the value of  
11 all the property owned by the corporation, wherever  
12 located, and the value of the property located within  
13 this State, and a statement, expressed in dollars, of the  
14 gross amount of business transacted by the corporation  
15 and the gross amount thereof transacted by the  
16 corporation at or from places of business in this State  
17 as of the close of its fiscal year on or immediately  
18 preceding the last day of the third month prior to the  
19 anniversary month or in the case of a corporation which  
20 has established an extended filing month, as of the close  
21 of its fiscal year on or immediately preceding the last  
22 day of the third month prior to the extended filing  
23 month; however, in the case of a domestic corporation  
24 that has not completed its first fiscal year, the  
25 statement with respect to property owned shall be as of  
26 the last day of the third month preceding the anniversary  
27 month and the statement with respect to business  
28 transacted shall be furnished for the period between the  
29 date of incorporation and the last day of the third month  
30 preceding the anniversary month. In the case of a  
31 foreign corporation that has not been authorized to  
32 transact business in this State for a period of 12 months  
33 and has not commenced transacting business prior to  
34 obtaining a-certificate-of authority, the statement with

1 respect to property owned shall be as of the last day of  
2 the third month preceding the anniversary month and the  
3 statement with respect to business transacted shall be  
4 furnished for the period between the date of its  
5 authorization to transact business in this State and the  
6 last day of the third month preceding the anniversary  
7 month. If the data referenced in item (2) of this  
8 subsection is not completed, the franchise tax provided  
9 for in this Act shall be computed on the basis of the  
10 entire paid-in capital.

11 (i) A statement, including the basis therefor, of  
12 status as a "minority owned business" or as a "female  
13 owned business" as those terms are defined in the  
14 Minority-and-Female Business Enterprise for Minorities,  
15 Females, and Persons with Disabilities Act.

16 (j) Additional information as may be necessary or  
17 appropriate in order to enable the Secretary of State to  
18 administer this Act and to verify the proper amount of  
19 fees and franchise taxes payable by the corporation.

20 The annual report shall be made on forms prescribed and  
21 furnished by the Secretary of State, and the information  
22 therein required by paragraphs (a) through (d), both  
23 inclusive, of this Section, shall be given as of the date of  
24 the execution of the annual report and the information  
25 therein required by paragraphs (e), (f) and (g) of this  
26 Section shall be given as of the last day of the third month  
27 preceding the anniversary month, except that the information  
28 required by paragraphs (e), (f) and (g) shall, in the case of  
29 a corporation which has established an extended filing month,  
30 be given in its final transition annual report and each  
31 subsequent annual report as of the close of its fiscal year  
32 immediately preceding its extended filing month. It shall be  
33 executed by the corporation by its president, a  
34 vice-president, secretary, assistant secretary, treasurer or

1 other officer duly authorized by the board of directors of  
2 the corporation to execute those reports, and verified by him  
3 or her, or, if the corporation is in the hands of a receiver  
4 or trustee, it shall be executed on behalf of the corporation  
5 and verified by the receiver or trustee.

6 (Source: P.A. 91-593, eff. 8-14-99; revised 8-23-99.)

7 (805 ILCS 5/14.35) (from Ch. 32, par. 14.35)

8 Sec. 14.35. Report following merger or consolidation.

9 (a) Whenever a domestic corporation or a foreign  
10 corporation authorized to transact business in this State is  
11 the surviving corporation in a statutory merger or whenever a  
12 domestic corporation is the new corporation in a  
13 consolidation, it shall, within 60 days after the effective  
14 date of the event, if the effective date occurs after both  
15 December 31, 1990 and the last day of the third month  
16 immediately preceding its anniversary month in 1991, execute  
17 and file in accordance with Section 1.10 of this Act, a  
18 report setting forth:

19 (1) The name of the corporation and the state or  
20 country under the laws of which it is organized.

21 (2) A description of the merger or consolidation.

22 (3) A statement itemized by classes and series, if  
23 any, within a class of the aggregate number of issued  
24 shares of the corporation as last reported to the  
25 Secretary of State in any document required to be filed  
26 by this Act, other than an annual report, interim annual  
27 report, or final transition annual report.

28 (4) A statement itemized by classes and series, if  
29 any, within a class of the aggregate number of issued  
30 shares of the corporation after giving effect to the  
31 change.

32 (5) A statement, expressed in dollars, of the  
33 amount of paid-in capital of the corporation as last

1 reported to the Secretary of State in any document  
2 required to be filed by this Act, other than an annual  
3 report, interim annual report, or final transition annual  
4 report.

5 (6) A statement, expressed in dollars, of the  
6 amount of paid-in capital of the corporation after giving  
7 effect to the merger or consolidation, which amount,  
8 except as provided in subsection (f) of Section 9.20 of  
9 this Act, must be at least equal to the sum of the  
10 paid-in capital amounts of the merged or consolidated  
11 corporations before the event.

12 (7) Additional information concerning each of the  
13 constituent corporations that was a party to a merger or  
14 consolidation as may be necessary or appropriate to  
15 verify the proper amount of fees and franchise taxes  
16 payable by the corporation.

17 (b) The report shall be made on forms prescribed and  
18 furnished by the Secretary of State.

19 (Source: P.A. 91-464, eff. 1-1-00.)

20 (805 ILCS 5/15.10) (from Ch. 32, par. 15.10)

21 Sec. 15.10. Fees for filing documents and--issuing  
22 certificates. The Secretary of State shall charge and collect  
23 for:

24 (a) Filing articles of incorporation and--issuing--a  
25 certificate-of-incorporation, \$75.

26 (b) Filing articles of amendment and---issuing---a  
27 certificate--of--amendment, \$25, unless the amendment is a  
28 restatement of the articles of incorporation, in which case  
29 the fee shall be \$100.

30 (c) Filing articles of merger or consolidation and  
31 issuing--a--certificate-of-merger-or-consolidation, \$100, but  
32 if the merger or consolidation involves more than 2  
33 corporations, \$50 for each additional corporation.

1 (d) Filing articles of share exchange and-issuing-a  
2 eertificate-of-exchange, \$100.

3 (e) Filing articles of dissolution, \$5.

4 (f) Filing application to reserve a corporate name, \$25.

5 (g) Filing a notice of transfer of a reserved corporate  
6 name, \$25.

7 (h) Filing statement of change of address of registered  
8 office or change of registered agent, or both, if other than  
9 on an annual report, \$5.

10 (i) Filing statement of the establishment of a series of  
11 shares, \$25.

12 (j) Filing an application of a foreign corporation for  
13 eertificate-of authority to transact business in this State  
14 and-issuing-a-eertificate-of-authority, \$75.

15 (k) Filing an application of a foreign corporation for  
16 amended eertificate-of authority to transact business in this  
17 State and-issuing-an-amended-eertificate-of-authority, \$25.

18 (l) Filing a copy of amendment to the articles of  
19 incorporation of a foreign corporation holding a-eertificate  
20 of authority to transact business in this State, \$25, unless  
21 the amendment is a restatement of the articles of  
22 incorporation, in which case the fee shall be \$100.

23 (m) Filing a copy of articles of merger of a foreign  
24 corporation holding a certificate of authority to transact  
25 business in this State, \$100, but if the merger involves more  
26 than 2 corporations, \$50 for each additional corporation.

27 (n) Filing an application for withdrawal and final  
28 report or a copy of articles of dissolution of a foreign  
29 corporation and-issuing-a-eertificate-of-withdrawal, \$25.

30 (o) Filing an annual report, interim annual report, or  
31 final transition annual report of a domestic or foreign  
32 corporation, \$25.

33 (p) Filing an application for reinstatement of a  
34 domestic or a foreign corporation and-issuing--a--eertificate

1    ef-reinstatement, \$100.

2           (q) Filing an application for use of an assumed  
3    corporate name, ~~\$150~~ ~~\$20-plus-\$2.50~~ for each year month or  
4    part thereof ending in 0 or 5, \$120 for each year or part  
5    thereof ending in 1 or 6, \$90 for each year or part thereof  
6    ending in 2 or 7, \$60 for each year or part thereof ending in  
7    3 or 8, \$30 for each year or part thereof ending in 4 or 9,  
8    between the date of filing the application and the date of  
9    the renewal of the assumed corporate name; and a renewal fee  
10   for each assumed corporate name, \$150.

11           (r) To change an assumed corporate name for the period  
12   remaining until the renewal date of the original assumed  
13   name, \$25.

14           (s) Filing an application for cancellation of an assumed  
15   corporate name, \$5.

16           (t) Filing an application to register the corporate name  
17   of a foreign corporation, \$50; and an annual renewal fee for  
18   the registered name, \$50.

19           (u) Filing an application for cancellation of a  
20   registered name of a foreign corporation, \$25.

21           (v) Filing a statement of correction, \$25.

22           (w) Filing a petition for refund or adjustment, \$5.

23           (x) Filing a statement of election of an extended filing  
24   month, \$25.

25           (y) Filing any other statement or report, \$5.

26   (Source: P.A. 88-691, eff. 1-24-95; 89-503, eff. 1-1-97.)

27           (805 ILCS 5/15.50) (from Ch. 32, par. 15.50)

28           Sec. 15.50. License fees payable by foreign  
29   corporations. For the privilege of exercising its authority  
30   to transact business in this State as set out in its  
31   application therefor or any amendment thereto, the Secretary  
32   of State shall charge and collect from each foreign  
33   corporation the following license fees, computed on the basis

1 and at the rates prescribed in this Act:

2 (a) An initial license fee at the time of filing its  
3 application for a ~~certificate~~ of authority to transact  
4 business in this State whenever the application indicates the  
5 corporation commenced transacting business prior to January  
6 1, 1991.

7 (b) Except as otherwise provided in paragraph (e) of  
8 this Section, an additional license fee at the time of filing  
9 (1) a report of the issuance of additional shares, or (2) a  
10 report of an increase in paid-in capital without the issuance  
11 of shares, or (3) a report of cumulative changes in paid-in  
12 capital or of an exchange or reclassification of shares,  
13 whenever the report discloses an increase in the amount  
14 represented in this State of its paid-in capital over the  
15 greatest amount thereof theretofore reported in any document  
16 required by this Act to be filed in the office of the  
17 Secretary of State.

18 (c) Except as otherwise provided in paragraph (e) of  
19 this Section, whenever the corporation shall be a party to a  
20 statutory merger and shall be the surviving corporation, an  
21 additional license fee at the time of filing its report of  
22 ~~paid-in-capital~~ following the merger, if the report discloses  
23 that the amount represented in this State of its paid-in  
24 capital immediately after the merger is greater than the  
25 aggregate of the amounts represented in this State of the  
26 paid-in capital of all of the merged corporations.

27 (d) Except as otherwise provided in paragraph (e) of  
28 this Section, an additional license fee payable with the  
29 annual franchise tax each year in which the corporation is  
30 required by this Act to file an annual report whenever the  
31 report discloses an increase in the amount represented in  
32 this State of its paid-in capital over the amount previously  
33 determined to be represented in this State in accordance with  
34 the provisions of this Act.

1           (e) The additional license fee referred to in paragraphs  
2           (b), (c) and (d) of this Section shall not be payable with  
3           respect to issuances of shares or increases in paid-in  
4           capital that occur subsequent to both December 31, 1990 and  
5           the last day of the third month immediately preceding the  
6           anniversary month of a foreign corporation in 1991 or to an  
7           increase in the amount represented in this State of its  
8           paid-in capital over the amount previously determined to be  
9           represented in this State in accordance with the provisions  
10          of this Act.

11          (Source: P.A. 86-985; 86-1217; 87-516.)

12           (805 ILCS 5/15.55) (from Ch. 32, par. 15.55)

13          Sec. 15.55. Basis of computation of license fee payable  
14          by foreign corporations.

15          (a) The basis for the initial license fee payable by a  
16          foreign corporation shall be the amount represented in this  
17          State, determined in accordance with the provisions of this  
18          Section, of its paid-in capital whenever the application for  
19          a---certificate---of authority indicates the corporation  
20          commenced transacting business in this State prior to January  
21          1, 1991.

22          (b) The basis for an additional license fee payable by a  
23          foreign corporation, except in the case of a statutory  
24          merger, shall be the increased amount represented in this  
25          State, determined in accordance with the provisions of this  
26          Section, of its paid-in capital as disclosed by the annual  
27          report, by any report of issuance of additional shares, or of  
28          an increase in paid-in capital without the issuance of  
29          shares, or of an exchange or reclassification of shares, or  
30          of cumulative changes in paid-in capital, but the basis shall  
31          not include any increases in its paid-in capital represented  
32          in this State that occur after both December 31, 1990 and  
33          the last day of the third month immediately preceding its

1 anniversary month in 1991.

2 (c) Whenever a foreign corporation shall be a party to a  
3 statutory merger that becomes effective either prior to  
4 January 1, 1991 or on or prior to the last day of the third  
5 month immediately preceding the surviving corporation's  
6 anniversary month in 1991 and shall be the surviving  
7 corporation, the basis for an additional license fee shall be  
8 the increased amount represented in this State, determined in  
9 accordance with the provisions of this Section, of the  
10 paid-in capital of the surviving corporation immediately  
11 after the merger over the aggregate of the amounts  
12 represented in this State of the paid-in capital of the  
13 merged corporations.

14 (d) For the purpose of determining the amount  
15 represented in this State of the paid-in capital of a foreign  
16 corporation that shall be a party to a statutory merger that  
17 becomes effective either prior to January 1, 1991 or on or  
18 prior to the last day of the third month immediately  
19 preceding the surviving corporation's anniversary month in  
20 1991, the amount represented in this State shall be that  
21 proportion of its paid-in capital that the sum of (1) the  
22 value of its property located in this State and (2) the gross  
23 amount of business transacted by it at or from places of  
24 business in this State bears to the sum of (1) the value of  
25 all of its property, wherever located, and (2) the gross  
26 amount of its business, wherever transacted.

27 (e) The proportion represented in this State of the  
28 paid-in capital of a foreign corporation shall be determined  
29 from information contained in the latest annual report of the  
30 corporation on file on the date the particular increase in  
31 paid-in capital is shown to have been made, or, if no annual  
32 report was on file on the date of the increase, from  
33 information contained in the application of the corporation  
34 for a certificate of authority to transact business in this

1 State, or, in case of a merger that becomes effective either  
2 prior to January 1, 1991 or on or prior to the last day of  
3 the third month immediately preceding the surviving  
4 corporation's anniversary month in 1991, from information  
5 contained in the report of the surviving corporation of the  
6 amount of its paid-in capital following the merger.

7 (f) No basis under this Section may consist of any  
8 redeemable preference shares sold to the United States  
9 Secretary of Transportation under Sections 505 and 506 of  
10 Public Law 94-210.

11 (Source: P.A. 86-985; 86-1217.)

12 (805 ILCS 5/15.65) (from Ch. 32, par. 15.65)

13 Sec. 15.65. Franchise taxes payable by foreign  
14 corporations. For the privilege of exercising its authority  
15 to transact such business in this State as set out in its  
16 application therefor or any amendment thereto, each foreign  
17 corporation shall pay to the Secretary of State the following  
18 franchise taxes, computed on the basis, at the rates and for  
19 the periods prescribed in this Act:

20 (a) An initial franchise tax at the time of filing its  
21 application for a--certificate--of authority to transact  
22 business in this State.

23 (b) An additional franchise tax at the time of filing  
24 (1) a report of the issuance of additional shares, or (2) a  
25 report of an increase in paid-in capital without the issuance  
26 of shares, or (3) a report of cumulative changes in paid-in  
27 capital or a report of an exchange or reclassification of  
28 shares, whenever any such report discloses an increase in its  
29 paid-in capital over the amount thereof last reported in any  
30 document, other than an annual report, interim annual report  
31 or final transition annual report, required by this Act to be  
32 filed in the office of the Secretary of State.

33 (c) Whenever the corporation shall be a party to a

1 statutory merger and shall be the surviving corporation, an  
2 additional franchise tax at the time of filing its report of  
3 ~~paid-in--capital--or--of--cumulative--changes--in--paid--in--capital~~  
4 following the merger, if such report discloses that the  
5 amount represented in this State of its paid-in capital  
6 immediately after the merger is greater than the aggregate of  
7 the amounts represented in this State of the paid-in capital  
8 of such of the merged corporations as were authorized to  
9 transact business in this State at the time of the merger, as  
10 last reported by them in any documents, other than annual  
11 reports, required by this Act to be filed in the office of  
12 the Secretary of State; and in addition, the surviving  
13 corporation shall be liable for a further additional  
14 franchise tax on the paid-in capital of each of the merged  
15 corporations as last reported by them in any document, other  
16 than an annual report, required by this Act to be filed with  
17 the Secretary of State, from their taxable year end to the  
18 next succeeding anniversary month or, in the case of a  
19 corporation which has established an extended filing month,  
20 the extended filing month of the surviving corporation;  
21 however if the taxable year ends within the 2 month period  
22 immediately preceding the anniversary month or the extended  
23 filing month of the surviving corporation, the tax will be  
24 computed to the anniversary or, extended filing month of the  
25 surviving corporation in the next succeeding calendar year.

26 (d) An annual franchise tax payable each year with any  
27 annual report which the corporation is required by this Act  
28 to file.

29 (Source: P.A. 86-985.)

30 (805 ILCS 5/15.70) (from Ch. 32, par. 15.70)

31 Sec. 15.70. Basis for computation of franchise taxes  
32 payable by foreign corporations.

33 (a) The basis for the initial franchise tax payable by a

1 foreign corporation shall be the amount represented in this  
2 State, determined in accordance with the provisions of this  
3 Section, of its paid-in capital as disclosed by its  
4 application for a ~~certificate~~ of authority to transact  
5 business in this State.

6 (b) The basis for an additional franchise tax payable by  
7 a corporation, except in the case of a statutory merger,  
8 shall be the increased amount represented in this State,  
9 determined in accordance with the provisions of this Section,  
10 of its paid-in capital as disclosed by any report of issuance  
11 of additional shares, or of an increase in paid-in capital  
12 without the issuance of shares, or of an exchange or  
13 reclassification of shares, or of cumulative changes in  
14 paid-in capital.

15 (c) Whenever a foreign corporation shall be a party to a  
16 statutory merger and shall be the surviving corporation, the  
17 basis for an additional franchise tax shall be the increased  
18 amount represented in this State, determined in accordance  
19 with the provisions of this Section, of the paid-in capital  
20 of the surviving corporation immediately after the merger  
21 over the aggregate of the amounts represented in this State  
22 of the paid-in capital of the merged corporations; provided,  
23 however, the basis for a further additional franchise tax  
24 payable by the surviving corporation shall be determined in  
25 accordance with the provisions of this Section, on the  
26 paid-in capital of each of the merged corporations from its  
27 taxable year end to the next succeeding anniversary month or,  
28 in the case of a corporation that has established an extended  
29 filing month, the extended filing month of the surviving  
30 corporation; however if the taxable year ends within the 2  
31 month period immediately preceding the anniversary month or,  
32 in the case of a corporation that has established an extended  
33 filing month, the extended filing month of the surviving  
34 corporation, the tax shall be computed to the anniversary

1 month or, in the case of a corporation that has established  
2 an extended filing month, the extended filing month of the  
3 surviving corporation in the next succeeding calendar year.

4 (d) The basis for the annual franchise tax payable by a  
5 foreign corporation shall be the amount represented in this  
6 State, determined in accordance with the provisions of this  
7 Section, of its paid-in capital on the last day of the third  
8 month preceding the anniversary month or, in the case of a  
9 corporation that has established an extended filing month, on  
10 the last day of the corporation's fiscal year preceding the  
11 extended filing month.

12 (e) The amount represented in this State of the paid-in  
13 capital of a foreign corporation shall be that proportion of  
14 its paid-in capital that the sum of (1) the value of its  
15 property located in this State and (2) the gross amount of  
16 business transacted by it at or from places of business in  
17 this State bears to the sum of (1) the value of all of its  
18 property, wherever located, and (2) the gross amount of its  
19 business, wherever transacted, except as follows:

20 (1) If the corporation elects in its annual report  
21 in any year to pay its franchise tax upon its entire  
22 paid-in capital, all franchise taxes accruing against the  
23 corporation for that taxable year shall be computed  
24 accordingly until the corporation elects otherwise in an  
25 annual report for a subsequent year.

26 (2) If the corporation fails to file its annual  
27 report in any year within the time prescribed by this  
28 Act, the proportion of its paid-in capital represented in  
29 this State shall be deemed to be its entire paid-in  
30 capital, unless its annual report is thereafter filed and  
31 its franchise taxes are thereafter adjusted by the  
32 Secretary of State in accordance with the provisions of  
33 this Act, in which case the proportion shall likewise be  
34 adjusted to the same proportion that would have prevailed

1 if the corporation had filed its annual report within the  
2 time prescribed by this Act.

3 (3) In the case of a statutory merger that becomes  
4 effective either prior to January 1, 1991 or on or prior  
5 to the last day of the third month preceding the  
6 corporation's anniversary month in 1991, the amount of  
7 the paid-in capital represented in this State of the  
8 surviving corporation immediately after the merger, until  
9 the filing of the next annual report of such corporation,  
10 shall be deemed to be that proportion of the paid-in  
11 capital of the surviving corporation that the aggregate  
12 amounts represented in this State of the sum of the  
13 paid-in capital of the merged corporations, separately  
14 determined, bore to the total of the sum of the paid-in  
15 capital of all of the merged corporations immediately  
16 prior to the merger.

17 (f) For increases in paid-in capital that occur either  
18 prior to January 1, 1991 or on or prior to the last day of  
19 the third month preceding the corporation's anniversary month  
20 in 1991, the proportion represented in this State of the  
21 paid-in capital of a foreign corporation shall be determined  
22 from information contained in the latest annual report of the  
23 corporation on file on the date the particular increase in  
24 paid-in capital is shown to have been made, or, if no annual  
25 report was on file on the date of the increase, from  
26 information contained in its application for a ~~certificate of~~  
27 authority to transact business in this State, or, in case of  
28 a merger that becomes effective either prior to January 1,  
29 1991 or on or prior to the last day of the third month  
30 preceding the surviving corporation's anniversary month in  
31 1991, from information contained in the report of the  
32 surviving corporation of the amount of its paid-in capital  
33 following the merger. For changes in paid-in capital that  
34 occur after both December 31, 1990 and the last day of such

1 third month, the proportion represented in this State of the  
2 paid-in capital of a corporation shall be determined from  
3 information contained in the latest annual report of the  
4 corporation for the taxable period in which the particular  
5 increase in paid-in capital is shown to have been made or, if  
6 no annual report was on file on the date of the increase,  
7 from information contained in its application for certificate  
8 of authority to transact business in Illinois.

9 (g) No basis under this Section may consist of any  
10 redeemable preference shares sold to the United States  
11 Secretary of Transportation under Sections 505 and 506 of  
12 Public Law 94-210.

13 (Source: P.A. 91-464, eff. 1-1-00.)

14 (805 ILCS 5/15.75) (from Ch. 32, par. 15.75)

15 Sec. 15.75. Rate of franchise taxes payable by foreign  
16 corporations.

17 (a) The annual franchise tax payable by each foreign  
18 corporation shall be computed at the rate of 1/12 of 1/10 of  
19 1% for each calendar month or fraction thereof for the period  
20 commencing on the first day of July 1983 to the first day of  
21 the anniversary month in 1984, but in no event shall the  
22 amount of the annual franchise tax be less than \$2.083333 per  
23 month based on a minimum of \$25 per annum or more than  
24 \$83,333.333333 per month, thereafter, the annual franchise  
25 tax payable by each foreign corporation shall be computed at  
26 the rate of 1/10 of 1% for the 12-months' period commencing  
27 on the first day of the anniversary month or, in the case of  
28 a corporation that has established an extended filing month,  
29 the extended filing month of the corporation, but in no event  
30 shall the amount of the annual franchise tax be less than \$25  
31 nor more than \$1,000,000 per annum.

32 (b) The annual franchise tax payable by each foreign  
33 corporation at the time of filing a statement of election and

1 interim annual report shall be computed at the rate of 1/10  
2 of 1% for the 12 month period commencing on the first day of  
3 the anniversary month of the corporation next following the  
4 filing, but in no event shall the amount of the annual  
5 franchise tax be less than \$25 nor more than \$1,000,000 per  
6 annum.

7 (c) The annual franchise tax payable at the time of  
8 filing the final transition annual report shall be an amount  
9 equal to (i) 1/12 of 1/10 of 1% per month of the proportion  
10 of paid-in capital represented in this State as shown in the  
11 final transition annual report multiplied by (ii) the number  
12 of months commencing with the anniversary month next  
13 following the filing of the statement of election until, but  
14 excluding, the second extended filing month, less the annual  
15 franchise tax theretofore paid at the time of filing the  
16 statement of election, but in no event shall the amount of  
17 the annual franchise tax be less than \$2.083333 per month  
18 based on a minimum of \$25 per annum or more than  
19 \$83,333.333333 per month.

20 (d) The initial franchise tax payable after January 1,  
21 1983, but prior to January 1, 1991, by each foreign  
22 corporation shall be computed at the rate of 1/10 of 1% for  
23 the 12 months' period commencing on the first day of the  
24 anniversary month in which the application for certificate-of  
25 authority is filed by ~~issued-to~~ the corporation under Section  
26 13.15 of this Act, but in no event shall the franchise tax be  
27 less than \$25 nor more than \$1,000,000 per annum. Except in  
28 the case of a foreign corporation that has begun transacting  
29 business in Illinois prior to January 1, 1991, the initial  
30 franchise tax payable on or after January 1, 1991, by each  
31 foreign corporation, shall be computed at the rate of 15/100  
32 of 1% for the 12 month period commencing on the first day of  
33 the anniversary month in which the application for  
34 certificate-of authority is filed by ~~issued---~~ to the

1 corporation under Section 13.15 of this Act, but in no event  
2 shall the franchise tax be less than \$25 nor more than  
3 \$1,000,000 per annum plus 1/20 of 1% of the basis therefor.

4 (e) Whenever the application for the ~~certificate of~~  
5 authority indicates that the corporation commenced  
6 transacting business:

7 (1) prior to January 1, 1991, the initial franchise  
8 tax shall be computed at the rate of 1/12 of 1/10 of 1%  
9 for each calendar month; or

10 (2) after December 31, 1990, the initial franchise  
11 tax shall be computed at the rate of 1/12 of 15/100 of 1%  
12 for each calendar month.

13 (f) Each additional franchise tax payable by each  
14 foreign corporation for the period beginning January 1, 1983  
15 through December 31, 1983 shall be computed at the rate of  
16 1/12 of 1/10 of 1% for each calendar month or fraction  
17 thereof between the date of each respective increase in its  
18 paid-in capital and its anniversary month in 1984; thereafter  
19 until the last day of the month that is both after December  
20 31, 1990 and the third month immediately preceding the  
21 anniversary month in 1991, each additional franchise tax  
22 payable by each foreign corporation shall be computed at the  
23 rate of 1/12 of 1/10 of 1% for each calendar month, or  
24 fraction thereof, between the date of each respective  
25 increase in its paid-in capital and its next anniversary  
26 month; however, if the increase occurs within the 2 month  
27 period immediately preceding the anniversary month, the tax  
28 shall be computed to the anniversary month of the next  
29 succeeding calendar year. Commencing with increases in  
30 paid-in capital that occur subsequent to both December 31,  
31 1990 and the last day of the third month immediately  
32 preceding the anniversary month in 1991, the additional  
33 franchise tax payable by a foreign corporation shall be  
34 computed at the rate of 15/100 of 1%.

1 (Source: P.A. 91-464, eff. 1-1-00.)

2 (805 ILCS 5/15.95) (from Ch. 32, par. 15.95)

3 Sec. 15.95. Department of Business Services Special  
4 Operations Fund. ~~Division-of-Corporations-Special-Operations~~  
5 ~~Fund.~~

6 (a) A special fund in the State treasury known as the  
7 Division of Corporations Special Operations Fund is renamed  
8 the Department of Business Services Special Operations Fund.  
9 Moneys deposited into the Fund shall, subject to  
10 appropriation, be used by the Department of Business Services  
11 of the Office of the Secretary of State, hereinafter  
12 "Department", to create and maintain the capability to  
13 perform expedited services in response to special requests  
14 made by the public for same day or 24 hour service. Moneys  
15 deposited into the Fund shall be used for, but not limited  
16 to, expenditures for personal services, retirement, social  
17 security, contractual services, equipment, electronic data  
18 processing, and telecommunications.

19 (b) The balance in the Fund at the end of any fiscal  
20 year shall not exceed \$400,000 and any amount in excess  
21 thereof shall be transferred to the General Revenue Fund.

22 (c) All fees payable to the Secretary of State under  
23 this Section shall be deposited into the Fund. No other fees  
24 or taxes collected under this Act shall be deposited into the  
25 Fund.

26 (d) "Expedited services" means services rendered within  
27 the same day, or within 24 hours from the time, the request  
28 therefor is submitted by the filer, law firm, service  
29 company, or messenger physically in person or, at the  
30 Secretary of State's discretion, by electronic means, to the  
31 Department's Springfield Office and includes requests for  
32 certified copies, photocopies, and certificates of good  
33 standing or fact made to the Department's Springfield Office

1 in person or by telephone, or requests for certificates of  
2 good standing or fact made in person or by telephone to the  
3 Department's Chicago Office.

4 (e) Fees for expedited services shall be as follows:

5 Restatement of articles, \$100;

6 Merger, consolidation or exchange, \$100;

7 Articles of incorporation, \$50;

8 Articles of amendment, \$50;

9 Revocation of dissolution, \$50;

10 Reinstatement, \$50;

11 Application for Certificate of authority, \$50;

12 Cumulative report of changes in issued shares or paid-in  
13 capital, \$50;

14 Report following merger or consolidation, \$50;

15 Certificate of good standing or fact, \$10;

16 All other filings, copies of documents, annual reports  
17 for the 3 preceding years, and copies of documents of  
18 dissolved or revoked corporations having a file number over  
19 5199, \$25.

20 (f) Expedited services shall not be available for a  
21 statement of correction, a petition for refund or adjustment,  
22 or a request involving more than 3 year's annual reports or  
23 involving dissolved corporations with a file number below  
24 5200.

25 (Source: P.A. 91-463, eff. 1-1-00.)

26 Section 10. The General Not For Profit Corporation Act  
27 of 1986 is amended by changing Sections 101.10, 101.75,  
28 101.80, 102.10, 102.15, 102.20, 102.35, 103.05, 104.05,  
29 105.05, 105.10, 105.20, 105.25, 105.30, 108.75, 110.30,  
30 110.35, 111.25, 111.40, 111.45, 112.20, 112.25, 112.35,  
31 112.45, 112.80, 113.05, 113.10, 113.15, 113.20, 113.25,  
32 113.30, 113.35, 113.40, 113.45, 113.50, 113.55, 113.60,  
33 113.65, 113.70, 114.05, 115.05, 115.10, and 115.20 as

1 follows:

2 (805 ILCS 105/101.10) (from Ch. 32, par. 101.10)

3 Sec. 101.10. Forms, execution, acknowledgment and  
4 filing. (a) All reports required by this Act to be filed in  
5 the office of the Secretary of State shall be made on forms  
6 which shall be prescribed and furnished by the Secretary of  
7 State. Forms for all other documents to be filed in the  
8 office of the Secretary of State shall be furnished by the  
9 Secretary of State on request therefor, but the use thereof,  
10 unless otherwise specifically prescribed in this Act, shall  
11 not be mandatory.

12 (b) Whenever any provision of this Act specifically  
13 requires any document to be executed by the corporation in  
14 accordance with this Section, unless otherwise specifically  
15 stated in this Act and subject to any additional provisions  
16 of this Act, such document shall be executed, in ink, as  
17 follows:

18 (1) The articles of incorporation shall be signed by the  
19 incorporator or incorporators.

20 (2) All other documents shall be signed:

21 (i) By the president, a vice-president, the secretary,  
22 an assistant secretary, the treasurer, or other officer duly  
23 authorized by the board of directors of the corporation to  
24 execute the document; or (i)--By--the--president--or--a  
25 vice-president-and-verified-by-him-or-her,--and--attested--by  
26 the--secretary-or-an-assistant-secretary-(or-by-such-officers  
27 as--may--be--duly--authorized---to---exereise---the---duties,  
28 respectively,---ordinarily--exercised--by--the--president--or  
29 vice-president-and-by-the-secretary-or-assistant-secretary-of  
30 a-corporation);-or

31 (ii) If it shall appear from the document that there are  
32 no such officers, then by a majority of the directors or by  
33 such directors as may be designated by the board; or

1 (iii) If it shall appear from the document that there  
2 are no such officers or directors, then by the members, or  
3 such of them as may be designated by the members at a lawful  
4 meeting; or

5 (iv) If the corporate assets are in the possession of a  
6 receiver, trustee or other court-appointed officer, then by  
7 the fiduciary or the majority of them if there are more than  
8 one.

9 (c) The name of a person signing the document and the  
10 capacity in which he or she signs shall be stated beneath or  
11 opposite his or her signature.

12 (d) Whenever any provision of this Act requires any  
13 document to be verified, such requirement is satisfied by  
14 either:

15 (1) The formal acknowledgment by the person or one of  
16 the persons signing the instrument that it is his or her act  
17 and deed or the act and deed of the corporation, as the case  
18 may be, and that the facts stated therein are true. Such  
19 acknowledgment shall be made before a person who is  
20 authorized by the law of the place of execution to take  
21 acknowledgments of deeds and who, if he or she has a seal of  
22 office, shall affix it to the instrument; or

23 (2) The signature, without more, of the person or  
24 persons signing the instrument, in which case such signature  
25 or signatures shall constitute the affirmation or  
26 acknowledgment of the signatory, under penalties of perjury,  
27 that the instrument is his or her act and deed or the act and  
28 deed of the corporation, as the case may be, and that the  
29 facts stated therein are true.

30 (e) Whenever any provision of this Act requires any  
31 document to be filed with the Secretary of State or in  
32 accordance with this Section, such requirement means that:

33 (1) The original signed document, and if in duplicate as  
34 provided by this Act, one true copy, which may be signed, or

1 carbon or photocopy shall be delivered to the office of the  
2 Secretary of State.

3 (2) All fees and charges authorized by law to be  
4 collected by the Secretary of State in connection with the  
5 filing of the document shall be tendered to the Secretary of  
6 State.

7 (3) If the Secretary of State finds that the document  
8 conforms to law, he or she shall, when all fees and charges  
9 have been paid as in this Act prescribed:

10 (i) Endorse on the original and on the true copy, if  
11 any, the word "filed" and the month, day and year thereof;

12 (ii) File the original in his or her office;

13 (iii) (Blank) ~~Where so provided by this Act, issue a~~  
14 ~~certificate or certificates, as the case may be, to which he~~  
15 ~~or she shall affix the true copy; and~~

16 (iv) If the filing is in duplicate, he or she shall  
17 return the copy, with a certificate, if any, affixed thereto,  
18 to the corporation or its representative who shall file it  
19 for record in the office of the Recorder of the county in  
20 which the registered office of the corporation is situated in  
21 this State within 15 days after the mailing thereof by the  
22 Secretary of State, unless such document cannot with  
23 reasonable diligence be filed within such time, in which case  
24 it shall be filed as soon thereafter as may be reasonably  
25 possible. Upon filing any document in the office of the  
26 Recorder, as provided in this subparagraph, the corporation  
27 or its representative shall pay to the office of the Recorder  
28 the appropriate filing or recording fee imposed by law.

29 (f) If another Section of this Act specifically  
30 prescribes a manner of filing or executing a specified  
31 document which differs from the corresponding provisions of  
32 this Section, then the provisions of such other Section shall  
33 govern.

34 (Source: P.A. 84-1423.)

1 (805 ILCS 105/101.75) (from Ch. 32, par. 101.75)

2 Sec. 101.75. Election to Accept Act.

3 (a) Any not-for-profit corporation without shares or  
4 capital stock heretofore organized under any General Law or  
5 created by Special Act of the Legislature of this State, or  
6 any corporation having shares or capital stock organized  
7 under any General Law or created by Special Act of the  
8 Legislature of this State prior to the adoption of the  
9 Constitution of 1870, for a purpose or purposes for which a  
10 corporation may be organized under this Act, or any  
11 corporation formed for religious purposes under An Act  
12 Concerning Corporations, effective July 1, 1872, as amended,  
13 may elect to accept this Act in the following manner:

14 (1) Unless the articles of incorporation or the  
15 equivalent or the bylaws provide otherwise, where there are  
16 members or shareholders entitled to vote, the board of  
17 directors shall adopt a resolution recommending that the  
18 corporation accept this Act and directing that the question  
19 of such acceptance be submitted to a vote at a meeting of the  
20 members or shareholders entitled to vote, which may be either  
21 an annual or a special meeting. The members or shareholders  
22 entitled to vote may elect that such corporation accept this  
23 Act by the affirmative vote of at least two-thirds of the  
24 votes present and voted either in person or by proxy.

25 (2) Unless the articles of incorporation or the  
26 equivalent or the bylaws provide otherwise, where there are  
27 no members or shareholders having voting rights, election to  
28 accept this Act may be made at a meeting of the board of  
29 directors pursuant to a majority vote of the directors  
30 present and voting at a meeting at which a quorum is present.

31 (b) Upon complying with Subsection (a), the corporation  
32 shall execute and file in duplicate a statement, in  
33 accordance with Section 101.10 of this Act, and shall also  
34 file a copy of its articles of incorporation, if any, and all

1 amendments thereto. Such statement shall set forth:

2 (1) A corporate name for the corporation that satisfies  
3 the requirements of this Act;

4 (2) The specific purpose or purposes for which the  
5 corporation is organized, from among the purposes authorized  
6 in Section 103.05 of this Act;

7 (3) The address of the corporation's registered office  
8 and the name of its registered agent at that office;

9 (4) The names and respective residential addresses of  
10 its officers and directors;

11 (5) A statement that the attached copy, if any, of the  
12 articles of incorporation of the corporation is true and  
13 correct;

14 (6) A statement by the corporation that it has elected  
15 to accept this Act and that all reports have been filed and  
16 all fees, taxes and penalties due to the State of Illinois,  
17 accruing under any Act to which the corporation has  
18 theretofore been subject, have been paid;

19 (7) Where there are members or shareholders having  
20 voting rights, a statement setting forth the date of the  
21 meeting of the members or shareholders at which the election  
22 to accept this Act was made; that a quorum was present at  
23 such meeting, and that such acceptance was authorized either  
24 by the affirmative vote of at least two-thirds of the votes  
25 present and voted either in person or by proxy, or in  
26 compliance with any different provision of the articles of  
27 incorporation or their equivalent or of the bylaws.

28 (8) Where there are no members or shareholders having  
29 voting rights, a statement of such fact, the date of the  
30 meeting of the board of directors at which the election to  
31 accept this Act was made, that a quorum was present at such  
32 meeting, and that such acceptance was authorized by majority  
33 vote of the directors present and voting at such meeting;

34 (9) A statement that, in addition, the corporation

1 followed the requirements of its articles of incorporation  
2 and bylaws so far as applicable in effecting such acceptance;

3 (10) Where the corporation has issued shares of stock, a  
4 statement of such fact, including the number of shares  
5 theretofore authorized, the number issued and outstanding;  
6 and a statement that all issued and outstanding shares of  
7 stock have been delivered to the corporation to be canceled  
8 upon the acceptance of this Act by the corporation becoming  
9 effective and that from and after the effective date of said  
10 acceptance, the authority to issue shares shall be thereby  
11 terminated.

12 (c) When the provisions of Subsection (b) have been  
13 complied with, the Secretary of State shall file the  
14 statement ~~issue-a-certificate~~ of acceptance.

15 (d) Upon the filing of a statement ~~issuance--of--a~~  
16 ~~certificate~~ of acceptance, the election of the corporation to  
17 accept this Act shall become effective, and such corporation  
18 shall have the same powers and privileges, and be subject to  
19 the same duties, restrictions, penalties and liabilities as  
20 though such corporation had been originally organized  
21 hereunder, and shall also be subject to any duty or  
22 obligation expressly imposed upon such corporation by its  
23 special charter; provided, however,

24 (1) That no amendment to the articles of incorporation  
25 adopted after such election to accept this Act shall release  
26 or terminate any duty or obligation expressly imposed upon  
27 any such corporation under and by virtue of such special  
28 charter, or enlarge any right, power, or privilege granted  
29 any such corporation under a special charter except to the  
30 extent that such right, power or privilege might have been  
31 included in the articles of incorporation of a corporation  
32 organized under this Act; and

33 (2) That in the case of any corporation with issued  
34 shares of stock, the holders of such issued shares who

1 surrender them to the corporation to be canceled upon the  
2 acceptance of this Act by the corporation becoming effective,  
3 shall have such rights as the election to accept this Act  
4 provides.

5 (Source: P.A. 84-1423.)

6 (805 ILCS 105/101.80) (from Ch. 32, par. 101.80)

7 Sec. 101.80. Definitions. As used in this Act, unless  
8 the context otherwise requires, the words and phrases defined  
9 in this Section shall have the meanings set forth herein.

10 (a) "Anniversary" means that day each year exactly one  
11 or more years after:

12 (1) The date ~~en-the-certificate~~ of filing the articles  
13 of incorporation prescribed by ~~issued-under~~ Section 102.10 of  
14 this Act, in the case of a domestic corporation;

15 (2) The date ~~en--the---certificate~~ of filing the  
16 application for authority prescribed by ~~issued-under~~ Section  
17 113.15 of this Act in the case of a foreign corporation;

18 (3) The date ~~en-the-certificate~~ of filing the statement  
19 of acceptance prescribed by ~~issued-under~~ Section 101.75 of  
20 this Act, in the case of a corporation electing to accept  
21 this Act; or

22 (4) The date ~~en-the-certificate~~ of filing the articles  
23 of consolidation prescribed by ~~issued-under~~ Section 111.25 of  
24 this Act in the case of a consolidation.

25 (b) "Anniversary month" means the month in which the  
26 anniversary of the corporation occurs.

27 (c) "Articles of incorporation" means the original  
28 articles of incorporation including the articles of  
29 incorporation of a new corporation set forth in the articles  
30 of consolidation or set forth in a statement of election to  
31 accept this Act, and all amendments thereto, whether  
32 evidenced by articles of amendment, articles of merger or  
33 statement of correction affecting articles. Restated

1 articles of incorporation shall supersede the original  
2 articles of incorporation and all amendments thereto prior to  
3 the effective date of filing the articles of amendment  
4 incorporating the restated articles of incorporation. In the  
5 case of a corporation created by a Special Act of the  
6 Legislature, "Articles of incorporation" means the special  
7 charter and any amendments thereto made by Special Act of the  
8 Legislature or pursuant to general laws.

9 (d) "Board of directors" means the group of persons  
10 vested with the management of the affairs of the corporation  
11 irrespective of the name by which such group is designated.

12 (e) "Bylaws" means the code or codes of rules adopted  
13 for the regulation or management of the affairs of the  
14 corporation irrespective of the name or names by which such  
15 rules are designated.

16 (f) "Corporation" or "domestic corporation" means a  
17 domestic not-for-profit corporation subject to the provisions  
18 of this Act, except a foreign corporation.

19 (g) "Delivered," for the purpose of determining if any  
20 notice required by this Act is effective, means:

21 (1) Transferred or presented to someone in person;

22 (2) Deposited in the United States mail addressed to the  
23 person at his, her or its address as it appears on the  
24 records of the corporation, with sufficient first-class  
25 postage prepaid thereon; or

26 (3) Posted at such place and in such manner or otherwise  
27 transmitted to the person's premises as may be authorized and  
28 set forth in the articles of incorporation or the bylaws.

29 (h) "Foreign corporation" means a not-for-profit  
30 corporation as defined and organized under the laws other  
31 than the laws of this State, for a purpose or purposes for  
32 which a corporation may be organized under this Act.

33 (i) "Incorporator" means one of the signers of the  
34 original articles of incorporation.

1 (j) "Insolvent" means that a corporation is unable to  
2 pay its debts as they become due in the usual course of the  
3 conduct of its affairs.

4 (k) "Member" means a person or any organization, whether  
5 not for profit or otherwise, having membership rights in a  
6 corporation in accordance with the provisions of its articles  
7 of incorporation or bylaws.

8 (l) "Net assets," for the purpose of determining the  
9 authority of a corporation to make distributions, is equal to  
10 the difference between the assets of the corporation and the  
11 liabilities of the corporation.

12 (m) "Not-for-profit corporation" means a corporation  
13 subject to this Act and organized solely for one or more of  
14 the purposes authorized by Section 103.05 of this Act.

15 (n) "Registered office" means that office maintained by  
16 the corporation in this State, the address of which is on  
17 file in the office of the Secretary of State, at which any  
18 process, notice or demand required or permitted by law may be  
19 served upon the registered agent of the corporation.

20 (o) "Special charter" means the charter granted to a  
21 corporation created by special act of the Legislature whether  
22 or not the term "charter" or "special charter" is used in  
23 such special act.

24 (Source: P.A. 84-1423.)

25 (805 ILCS 105/102.10) (from Ch. 32, par. 102.10)  
26 Sec. 102.10. Articles of Incorporation. The articles of  
27 incorporation shall be executed and filed in duplicate in  
28 accordance with Section 101.10 of this Act.

29 (a) The articles of incorporation must set forth:

30 (1) A corporate name for the corporation that satisfies  
31 the requirements of this Act;

32 (2) The specific purpose or purposes for which the  
33 corporation is organized, from among the purposes authorized

1 in Section 103.05 of this Act;

2 (3) The address of the corporation's initial registered  
3 office and the name of its initial registered agent at that  
4 office;

5 (4) The name and address of each incorporator;

6 (5) The number of directors constituting the first board  
7 of directors and the names and the residential addresses of  
8 each such director;

9 (6) With respect to any organization a purpose of which  
10 is to function as a club, as defined in Section 1-3.24 of  
11 "The Liquor Control Act of 1934", as now or hereafter  
12 amended, a statement that it will comply with the State and  
13 local laws and ordinances relating to alcoholic liquors.;

14 ~~(7) Whether the corporation is a condominium association  
15 as established under the Condominium Property Act, a  
16 cooperative housing corporation defined in Section 216 of the  
17 Internal Revenue Code of 1954 or a homeowner association  
18 which administers a common interest community as defined in  
19 subsection (c) of Section 9-102 of the Code of Civil  
20 Procedure.~~

21 (b) The articles of incorporation may set forth:

22 (1) Provisions not inconsistent with law with respect  
23 to:

24 (i) Managing and regulating the affairs of the  
25 corporation, including any provision for distribution of  
26 assets on final dissolution;

27 (ii) Providing that the corporation shall have no  
28 members, or shall have one or more classes of members;

29 (iii) Limiting, enlarging or denying the right of the  
30 members of any class or classes of members, to vote;

31 (iv) Defining, limiting, and regulating the rights,  
32 powers and duties of the corporation, its officers, directors  
33 and members; or

34 (v) Superseding any provision of this Act that requires

1 for approval of corporation action a two-thirds vote of  
 2 members or class of members entitled to vote by specifying  
 3 any smaller or larger vote requirement not less than a  
 4 majority of the votes which members entitled to vote on a  
 5 matter shall vote, either in person or by proxy, at a meeting  
 6 at which there is a quorum.

7 (2) Any provision that under this Act is required or  
 8 permitted to be set forth in the articles of incorporation or  
 9 bylaws.

10 (c) The articles of incorporation need not set forth any  
 11 of the corporate powers enumerated in this Act.

12 (d) The duration of a corporation is perpetual unless  
 13 otherwise specified in the articles of incorporation.

14 (e) When the provisions of this Section have been  
 15 complied with, the Secretary of State shall file the articles  
 16 issue-a-certificate of incorporation.

17 (Source: P.A. 84-1423.)

18 (805 ILCS 105/102.15) (from Ch. 32, par. 102.15)

19 Sec. 102.15. Effect of--issuance--of--certificate of  
 20 incorporation. Upon the filing of articles issuance-of-the  
 21 certificate of incorporation by the Secretary of State, the  
 22 corporate existence shall begin, and such filing certificate  
 23 of-incorporation shall be conclusive evidence, except as  
 24 against the State, that all conditions precedent required to  
 25 be performed by the incorporators have been complied with and  
 26 that the corporation has been incorporated under this Act.

27 (Source: P.A. 84-1423.)

28 (805 ILCS 105/102.20) (from Ch. 32, par. 102.20)

29 Sec. 102.20. Organization of Corporation.

30 (a) After filing the---issuance---of the articles  
 31 certificate of incorporation, the first meeting of the board  
 32 of directors shall be held at the call of a majority of the

1 incorporators or of the directors for the purpose of:

- 2 (1) Adopting bylaws;
- 3 (2) Electing officers; and
- 4 (3) Such other purposes as may come before the
- 5 meeting.

6 In lieu of a meeting, director action may be taken by  
7 consent in writing, pursuant to Section 108.45 of this Act.

8 (b) If the corporation has members, a first meeting of  
9 the members may be held at the call of an officer or of a  
10 majority of the directors, for such purposes as shall be  
11 stated in the notice of the meeting.

12 If the corporation has members entitled to vote, then in  
13 lieu of a meeting, member action may be taken by consent in  
14 writing, pursuant to Section 107.10 of this Act.

15 (c) At least three days' written notice of an  
16 organizational meeting shall be given unless the persons  
17 entitled to such notice waive the same in writing, either  
18 before or after such meeting. An organizational meeting may  
19 be held either within or without this State.

20 (Source: P.A. 84-1423.)

21 (805 ILCS 105/102.35) (from Ch. 32, par. 102.35)

22 Sec. 102.35. Incorporation of an association or society.

23 (a) When an unincorporated association or society,  
24 organized for any of the purposes for which a corporation  
25 could be formed under this Act, authorizes the incorporation  
26 of the association or society by the same procedure and  
27 affirmative vote of its voting members or delegates as its  
28 constitution, bylaws, or other fundamental agreement requires  
29 for an amendment to its fundamental agreement or, if no such  
30 vote is specified, by a majority vote of the voting members  
31 present at a duly convened meeting the purpose of which is  
32 stated in the notice of the meeting, then following the  
33 filing of articles of incorporation under Section 102.10

1 setting forth those facts and that the required vote has been  
 2 obtained and upon the filing of the articles issuance--ef--a  
 3 certificate of incorporation, the association or society  
 4 shall become a corporation and the members of the association  
 5 or society shall become members of the corporation in  
 6 accordance with provisions in the articles to that effect.

7 (b) Upon incorporation, all the rights, privileges,  
 8 immunities, powers, franchise, authority, and property of the  
 9 unincorporated association or society shall pass to and vest  
 10 in the corporation, and all obligations of the unincorporated  
 11 association or society shall become obligations of the  
 12 corporation.

13 (Source: P.A. 87-854.)

14 (805 ILCS 105/103.05) (from Ch. 32, par. 103.05)

15 Sec. 103.05. Purposes and authority of corporations;  
 16 particular purposes; exemptions.

17 (a) Not-for-profit corporations may be organized under  
 18 this Act for any one or more of the following or similar  
 19 purposes:

- 20 (1) Charitable.
- 21 (2) Benevolent.
- 22 (3) Eleemosynary.
- 23 (4) Educational.
- 24 (5) Civic.
- 25 (6) Patriotic.
- 26 (7) Political.
- 27 (8) Religious.
- 28 (9) Social.
- 29 (10) Literary.
- 30 (11) Athletic.
- 31 (12) Scientific.
- 32 (13) Research.
- 33 (14) Agricultural.

- 1           (15) Horticultural.
- 2           (16) Soil improvement.
- 3           (17) Crop improvement.
- 4           (18) Livestock or poultry improvement.
- 5           (19) Professional, commercial, industrial, or trade
- 6           association.
- 7           (20) Promoting the development, establishment, or
- 8           expansion of industries.
- 9           (21) Electrification on a cooperative basis.
- 10          (22) Telephone service on a mutual or cooperative
- 11          basis.
- 12          (23) Ownership and operation of water supply
- 13          facilities for drinking and general domestic use on a
- 14          mutual or cooperative basis.
- 15          (24) Ownership or administration of residential
- 16          property on a cooperative basis.
- 17          (25) Administration and operation of property owned
- 18          on a condominium basis or by a homeowner association.
- 19          (26) Administration and operation of an
- 20          organization on a cooperative basis producing or
- 21          furnishing goods, services, or facilities primarily for
- 22          the benefit of its members who are consumers of those
- 23          goods, services, or facilities.
- 24          (27) Operation of a community mental health board
- 25          or center organized pursuant to the Community Mental
- 26          Health Act for the purpose of providing direct patient
- 27          services.
- 28          (28) Provision of debt management services as
- 29          authorized by the Debt Management Service Act.
- 30          (29) Promotion, operation, and administration of a
- 31          ridesharing arrangement as defined in Section 1-176.1 of
- 32          the Illinois Vehicle Code.
- 33          (30) The administration and operation of an
- 34          organization for the purpose of assisting low-income

1 consumers in the acquisition of utility and telephone  
2 services.

3 (31) Any purpose permitted to be exempt from  
4 taxation under Sections 501(c) or 501(d) of the United  
5 States Internal Revenue Code, as now in or hereafter  
6 amended.

7 (32) Any purpose that would qualify for  
8 tax-deductible gifts under the Section 170(c) of the  
9 United States Internal Revenue Code, as now or hereafter  
10 amended. Any such purpose is deemed to be charitable  
11 under subsection (a)(1) of this Section.

12 (b) A corporation may be organized hereunder to serve in  
13 an area that adjoins or borders (except for any intervening  
14 natural watercourse) an area located in an adjoining state  
15 intended to be similarly served, and the corporation may join  
16 any corporation created by the adjoining state having an  
17 identical purpose and organized as a not-for-profit  
18 corporation. Whenever any corporation organized under this  
19 Act so joins with a foreign corporation having an identical  
20 purpose, the corporation shall be permitted to do business in  
21 Illinois as one corporation; provided (1) that the name,  
22 bylaw provisions, officers, and directors of each corporation  
23 are identical, (2) that the foreign corporation complies with  
24 the provisions of this Act relating to the admission of  
25 foreign corporation, and (3) that the Illinois corporation  
26 files a statement with the Secretary of State indicating that  
27 it has joined with a foreign corporation setting forth the  
28 name thereof and the state of its incorporation.

29 (Source: P.A. 90-545, eff. 1-1-98.)

30 (805 ILCS 105/104.05) (from Ch. 32, par. 104.05)  
31 Sec. 104.05. Corporate name of domestic or foreign  
32 corporation.

33 (a) The corporate name of a domestic corporation or of a

1 foreign corporation organized, existing or subject to the  
2 provisions of this Act:

3 (1) May contain, separate and apart from any other  
4 word or abbreviation in such name, the word  
5 "corporation," "company," "incorporated," or "limited,"  
6 or an abbreviation of one of such words;

7 (2) (Blank); ~~Shall not contain any word or phrase~~  
8 ~~which indicates or implies that the corporation is~~  
9 ~~organized for any purpose other than a purpose for which~~  
10 ~~corporations may be organized under this Act, or a~~  
11 ~~purpose other than a purpose set forth in its articles of~~  
12 ~~incorporation;~~

13 (3) Shall be distinguishable upon the records in  
14 the office of the Secretary of State from the corporate  
15 name or assumed corporate name of any domestic  
16 corporation whether for profit or not for profit existing  
17 under any Act of this State or of any foreign corporation  
18 whether for profit or not for profit authorized to  
19 transact business or conduct affairs in this State, or a  
20 name the exclusive right to which is, at the time,  
21 reserved or registered in the manner provided in this  
22 Act, except that, subject to the discretion of the  
23 Secretary of State, a foreign corporation that has a name  
24 prohibited by this paragraph may be issued a certificate  
25 of authority to conduct its affairs in this State, if the  
26 foreign corporation:

27 (i) Elects to adopt an assumed corporation  
28 name or names in accordance with Section 104.15 of  
29 this Act; and

30 (ii) Agrees in its application for a  
31 certificate of authority to conduct affairs in this  
32 State only under such assumed corporate name or  
33 names;

34 (4) Shall not contain a word or phrase, or an

1 abbreviation or derivation thereof, the use of which is  
2 prohibited or restricted by any other statute of this  
3 State unless such restriction has been complied with;

4 (5) Shall consist of letters of the English  
5 alphabet, Arabic or Roman numerals, or symbols capable of  
6 being readily reproduced by the office of the Secretary  
7 of State;

8 (6) Shall not contain the words "regular democrat,"  
9 "regular democratic," "regular republican," "democrat,"  
10 "democratic," or "republican," nor the name of any other  
11 established political party, unless consent to usage of  
12 such words or name is given to the corporation by the  
13 State central committee of such established political  
14 party; notwithstanding any other provisions of this Act,  
15 any corporation, whose name at the time this amendatory  
16 Act takes effect contains any of the words listed in this  
17 paragraph shall certify to the Secretary of State no  
18 later than January 1, 1989, that consent has been given  
19 by the State central committee; consent given to a  
20 corporation by the State central committee to use the  
21 above listed words may be revoked upon notification to  
22 the corporation and the Secretary of State; and

23 (7) Shall be the name under which the corporation  
24 shall conduct affairs in this State unless the  
25 corporation shall also elect to adopt an assumed  
26 corporate name or names as provided in this Act;  
27 provided, however, that the corporation may use any  
28 divisional designation or trade name without complying  
29 with the requirements of this Act, provided the  
30 corporation also clearly discloses its corporate name.

31 (b) The Secretary of State shall determine whether a  
32 name is "distinguishable" from another name for purposes of  
33 this Act. Without excluding other names which may not  
34 constitute distinguishable names in this State, a name is not

1 considered distinguishable, for purposes of this Act, solely  
2 because it contains one or more of the following:

3 (1) The word "corporation," "company,"  
4 "incorporated," or "limited" or an abbreviation of one of  
5 such words;

6 (2) Articles, conjunctions, contractions,  
7 abbreviations, different tenses or number of the same  
8 word.

9 (c) Nothing in this Section or Sections 104.15 or 104.20  
10 of this Act shall:

11 (1) Require any domestic corporation existing or  
12 any foreign corporation having a certificate of authority  
13 on the effective date of this Act, to modify or otherwise  
14 change its corporate name or assumed corporate name, if  
15 any; or

16 (2) Abrogate or limit the common law or statutory  
17 law of unfair competition or unfair trade practices, nor  
18 derogate from the common law or principles of equity or  
19 the statutes of this State or of the United States with  
20 respect to the right to acquire and protect copyrights,  
21 trade names, trade marks, service names, service marks,  
22 or any other right to the exclusive use of name or  
23 symbols.

24 (Source: P.A. 85-1396.)

25 (805 ILCS 105/105.05) (from Ch. 32, par. 105.05)

26 Sec. 105.05. Registered office and registered agent.

27 (a) Each domestic corporation and each foreign  
28 corporation having a--certificate--of authority to conduct  
29 affairs in this State shall have and continuously maintain in  
30 this State:

31 (1) A registered office which may be, but need not  
32 be, the same as its place of business in this State.

33 (2) A registered agent, which agent may be either

1 an individual, resident in this State, whose business  
2 office is identical with such registered office, or a  
3 domestic corporation for profit or a foreign corporation  
4 for profit authorized to conduct affairs in this State  
5 that is authorized by its articles of incorporation to  
6 act as such agent, having a business office identical  
7 with such registered office.

8 (b) The address, including street and number, if any, of  
9 the initial registered office, and the name of the initial  
10 registered agent of each corporation organized under this Act  
11 shall be stated in its articles of incorporation; and of each  
12 foreign corporation shall be stated in its application for a  
13 certificate of authority to conduct affairs in this State.

14 (c) In the event of dissolution of a corporation, either  
15 voluntary, administrative, or judicial, the registered agent  
16 and the registered office of the corporation on record with  
17 the Secretary of State on the date of the issuance of the  
18 certificate or judgment of dissolution shall be an agent of  
19 the corporation upon whom claims can be served or service of  
20 process can be had during the two year post-dissolution  
21 period provided in Section 112.80 of this Act, unless such  
22 agent resigns or the corporation properly reports a change of  
23 registered office or registered agent.

24 (d) In the event of revocation of a certificate of  
25 authority of a foreign corporation, the registered agent and  
26 the registered office of the corporation on record with the  
27 Secretary of State on the date of the issuance of the  
28 certificate of revocation shall be an agent of the  
29 corporation upon whom claims can be served or service of  
30 process can be had, unless such agent resigns.

31 (Source: P.A. 84-1423.)

32 (805 ILCS 105/105.10) (from Ch. 32, par. 105.10)

33 Sec. 105.10. Change of registered office or registered

1 agent.

2 (a) A domestic corporation or a foreign corporation may  
3 from time to time change the address of its registered  
4 office. A domestic corporation or a foreign corporation  
5 shall change its registered agent if the office of registered  
6 agent shall become vacant for any reason, or if its  
7 registered agent becomes disqualified or incapacitated to  
8 act, or if the corporation revokes the appointment of its  
9 registered agent.

10 (b) A domestic corporation or a foreign corporation may  
11 change the address of its registered office or change its  
12 registered agent, or both, by so indicating on the statement  
13 of change on the annual report of that corporation filed  
14 pursuant to Section 114.10 of this Act or by executing and  
15 filing in duplicate, in accordance with Section 101.10 of  
16 this Act, a statement setting forth:

- 17 (1) the name of the corporation;
- 18 (2) the address, including street and number, or  
19 rural route number, of its then registered office;
- 20 (3) if the address of its registered office be  
21 changed, the address, including street and number, or  
22 rural route number, to which the registered office is to  
23 be changed;
- 24 (4) the name of its then registered agent;
- 25 (5) if its registered agent be changed, the name of  
26 its successor registered agent;
- 27 (6) that the address of its registered office and  
28 the address of the business office of its registered  
29 agent, as changed, will be identical;
- 30 (7) that such change was authorized by resolution  
31 duly adopted by the board of directors.

32 (c) A legible copy of the statement of change as on the  
33 annual report returned by the Secretary of State shall be  
34 filed for record within the time prescribed by this Act in

1 the office of the Recorder of the county in which the  
 2 registered office of the corporation in this State was  
 3 situated before the filing of the statement in the Office of  
 4 the Secretary of State {Blank}.

5 (d) If the registered office is changed from one county  
 6 to another county, then the corporation shall also file for  
 7 record within the time prescribed by this Act in the office  
 8 of the Recorder of the county to which such registered office  
 9 is changed:

10 (1) In the case of a domestic corporation:

11 (i) A copy of its articles of incorporation  
 12 certified by the Secretary of State.

13 (ii) A copy of the statement of change of  
 14 address of its registered office, certified by the  
 15 Secretary of State.

16 (2) In the case of a foreign corporation:

17 (i) A copy of its application for certificate  
 18 of authority to transact business in this State,  
 19 ~~with a copy of its application therefor affixed~~  
 20 ~~thereto~~, certified by the Secretary of State.

21 (ii) A copy of all amendments to such  
 22 certificate of authority, if any, likewise certified  
 23 by the Secretary of State.

24 (iii) A copy of the statement of change of  
 25 address of its registered office certified by the  
 26 Secretary of State.

27 (e) The change of address of the registered office, or  
 28 the change of registered agent, or both, as the case may be,  
 29 shall become effective upon the filing of such statement by  
 30 the Secretary of State.

31 (Source: P.A. 91-357, eff. 7-29-99.)

32 (805 ILCS 105/105.20) (from Ch. 32, par. 105.20)  
 33 Sec. 105.20. Change of Address of Registered Agent.

1 (a) A registered agent may change the address of the  
2 registered office of the domestic corporation or of the  
3 foreign corporation, for which he or she or it is registered  
4 agent, to another address in this State, by so indicating in  
5 the statement of change on the annual report of the  
6 corporation filed under Section 114.10 of this Act or by  
7 filing, in duplicate, in accordance with Section 101.10 of  
8 this Act a statement setting forth:

9 (1) the name of the corporation;

10 (2) the address, including street and number, or  
11 rural route number, of its then registered office;

12 (3) the address, including street and number, or  
13 rural route number, to which the registered office is to  
14 be changed;

15 (4) the name of its registered agent;

16 (5) that the address of its registered office and  
17 the address of the business office of its registered  
18 agent, as changed, will be identical.

19 (b) Such statement shall be executed by the registered  
20 agent.

21 (c) The change of address of the registered office shall  
22 become effective upon the filing of such statement by the  
23 Secretary of State.

24 (Source: P.A. 85-1269.)

25 (805 ILCS 105/105.25) (from Ch. 32, par. 105.25)

26 Sec. 105.25. Service of process on domestic or foreign  
27 corporation.

28 (a) Any process, notice, or demand required or permitted  
29 by law to be served upon a domestic corporation or a foreign  
30 corporation having a--certificate--of authority to conduct  
31 affairs in this State may be served either upon the  
32 registered agent appointed by the corporation or upon the  
33 Secretary of State as provided in this Section.

1 (b) The Secretary of State shall be irrevocably  
2 appointed as an agent of a domestic corporation or of a  
3 foreign corporation having a ~~certificate~~ of authority upon  
4 whom any process, notice or demand may be served:

5 (1) Whenever the corporation shall fail to appoint  
6 or maintain a registered agent in this State; or

7 (2) Whenever the corporation's registered agent  
8 cannot with reasonable diligence be found at the  
9 registered office in this State; or

10 (3) When a domestic corporation has been dissolved,  
11 the conditions of paragraph (1) or paragraph (2) exist,  
12 and an action, suit or proceeding is instituted against  
13 or affecting the corporation within the two years after  
14 the ~~issuance of a certificate~~ of dissolution or the  
15 filing of a judgment of dissolution; or

16 (4) When the ~~certificate~~ of authority of a foreign  
17 corporation has been revoked.

18 (c) Service under subsection (b) shall be made by:

19 (1) Service on the Secretary of State, or on any  
20 clerk having charge of the corporation division  
21 ~~department~~ at his or her office, of a copy of the  
22 process, notice or demand, together with any papers  
23 required by law to be delivered in connection with  
24 service, and a fee as prescribed by subsection (b) of  
25 Section 115.15 of this Act;

26 (2) Transmittal by the person instituting the  
27 action, suit or proceeding of notice of the service on  
28 the Secretary of State and a copy of the process, notice  
29 or demand and accompanying papers to the corporation  
30 being served, by registered or certified mail:

31 (i) At the last registered office of the  
32 corporation as shown by the records on file in the  
33 office of the Secretary of State; or

34 (ii) At such address the use of which the

1 person instituting the action, suit or proceeding  
 2 knows or, on the basis of reasonable inquiry, has  
 3 reason to believe is most likely to result in actual  
 4 notice; and

5 (3) Appendage by the person instituting the action,  
 6 suit or proceeding of an affidavit of compliance with  
 7 this Section in substantially such form as the Secretary  
 8 of State may by rule or regulation prescribe, to the  
 9 process, notice or demand.

10 (d) Nothing herein contained shall limit or affect the  
 11 right to serve any process, notice, or demand required or  
 12 permitted by law to be served upon a corporation in any other  
 13 manner now or hereafter permitted by law.

14 (e) The Secretary of State shall keep a record of all  
 15 processes, notices, and demands served upon him or her under  
 16 this Section, and shall record therein the time of such  
 17 service and his or her action with reference thereto but  
 18 shall not be required to retain such information for a period  
 19 longer than five years from his or her receipt of the  
 20 service.

21 (Source: P.A. 84-1423.)

22 (805 ILCS 105/105.30) (from Ch. 32, par. 105.30)

23 Sec. 105.30. Service of process on foreign corporation  
 24 not authorized to conduct affairs in Illinois. If any  
 25 foreign corporation conducts affairs in this State without  
 26 having ~~obtained--a--certificate--of~~ authority to conduct  
 27 affairs, it shall be deemed that such corporation has  
 28 designated and appointed the Secretary of State as an agent  
 29 for process upon whom any notice, process or demand may be  
 30 served. Service on the Secretary of State shall be made in  
 31 the manner set forth in subsection (c) of Section 105.25 of  
 32 this Act.

33 (Source: P.A. 84-1423.)

1 (805 ILCS 105/108.75) (from Ch. 32, par. 108.75)

2 Sec. 108.75. Indemnification of officers, directors,  
3 employees and agents; insurance.

4 (a) A corporation may indemnify any person who was or is  
5 a party, or is threatened to be made a party to any  
6 threatened, pending or completed action, suit or proceeding,  
7 whether civil, criminal, administrative or investigative  
8 (other than an action by or in the right of the corporation)  
9 by reason of the fact that he or she is or was a director,  
10 officer, employee or agent of the corporation, or who is or  
11 was serving at the request of the corporation as a director,  
12 officer, employee or agent of another corporation,  
13 partnership, joint venture, trust or other enterprise,  
14 against expenses (including attorneys' fees), judgments,  
15 fines and amounts paid in settlement actually and reasonably  
16 incurred by such person in connection with such action, suit  
17 or proceeding, if such person acted in good faith and in a  
18 manner he or she reasonably believed to be in, or not opposed  
19 to, the best interests of the corporation, and, with respect  
20 to any criminal action or proceeding, had no reasonable cause  
21 to believe his or her conduct was unlawful. The termination  
22 of any action, suit or proceeding by judgment, order,  
23 settlement, conviction, or upon a plea of nolo contendere or  
24 its equivalent, shall not, of itself, create a presumption  
25 that the person did not act in good faith and in a manner  
26 which he or she reasonably believed to be in or not opposed  
27 to the best interests of the corporation or, with respect to  
28 any criminal action or proceeding, that the person had  
29 reasonable cause to believe that his or her conduct was  
30 unlawful.

31 (b) A corporation may indemnify any person who was or is  
32 a party, or is threatened to be made a party to any  
33 threatened, pending or completed action or suit by or in the  
34 right of the corporation to procure a judgment in its favor

1 by reason of the fact that such person is or was a director,  
2 officer, employee or agent of the corporation, or is or was  
3 serving at the request of the corporation as a director,  
4 officer, employee or agent of another corporation,  
5 partnership, joint venture, trust or other enterprise,  
6 against expenses (including attorneys' fees) actually and  
7 reasonably incurred by such person in connection with the  
8 defense or settlement of such action or suit, if such person  
9 acted in good faith and in a manner he or she reasonably  
10 believed to be in, or not opposed to, the best interests of  
11 the corporation, provided that no indemnification shall be  
12 made in respect of any claim, issue or matter as to which  
13 such person shall have been adjudged to be liable for  
14 negligence or misconduct in the performance of his or her  
15 duty to the corporation, unless, and only to the extent that  
16 the court in which such action or suit was brought shall  
17 determine upon application that, despite the adjudication of  
18 liability, but in view of all the circumstances of the case,  
19 such person is fairly and reasonably entitled to indemnity  
20 for such expenses as the court shall deem proper.

21 (c) To the extent that a present or former director,  
22 officer or, employee ~~or~~--agent of a corporation has been  
23 successful, on the merits or otherwise, in the defense of any  
24 action, suit or proceeding referred to in subsections (a) and  
25 (b), or in defense of any claim, issue or matter therein,  
26 such person shall be indemnified against expenses (including  
27 attorneys' fees) actually and reasonably incurred by such  
28 person in connection therewith, if that person acted in good  
29 faith and in a manner he or she reasonably believed to be in,  
30 or not opposed to, the best interests of the corporation.

31 (d) Any indemnification under subsections (a) and (b)  
32 (unless ordered by a court) shall be made by the corporation  
33 only as authorized in the specific case, upon a determination  
34 that indemnification of the present or former director,

1 officer, employee or agent is proper in the circumstances  
2 because he or she has met the applicable standard of conduct  
3 set forth in subsections (a) or (b). Such determination  
4 shall be made with respect to a person who is a director or  
5 officer at the time of the determination: (1) by the majority  
6 vote of the directors who are ~~(1) by the board of directors~~  
7 ~~by a majority vote of a quorum consisting of directors who~~  
8 were not parties to such action, suit or proceeding, even  
9 though less than a quorum, (2) by a committee of the  
10 directors designated by a majority vote of the directors,  
11 even through less than a quorum, (3) if there are no such  
12 directors, or if the directors so direct, or ~~(2) if such a~~  
13 ~~quorum is not obtainable, or even if obtainable, if a quorum~~  
14 ~~of disinterested directors so directs,~~ by independent legal  
15 counsel in a written opinion, or (4) (3) by the members  
16 entitled to vote, if any.

17 (e) Expenses (including attorney's fees) incurred by an  
18 officer or director in defending a civil or criminal action,  
19 suit or proceeding may be paid by the corporation in advance  
20 of the final disposition of such action, suit or proceeding,  
21 as authorized by the board of directors in the specific case,  
22 upon receipt of an undertaking by or on behalf of the  
23 director or, officer, ~~employee or agent~~ to repay such amount,  
24 unless it shall ultimately be determined that such person he  
25 ~~or she~~ is entitled to be indemnified by the corporation as  
26 authorized in this Section. Such expenses (including  
27 attorney's fees) incurred by former directors and officers or  
28 other employees and agents may be so paid on such terms and  
29 conditions, if any, as the corporation deems appropriate.

30 (f) The indemnification provided by the Section shall  
31 not be deemed exclusive of any other rights to which those  
32 seeking indemnification may be entitled under any bylaw,  
33 agreement, vote of members or disinterested directors, or  
34 otherwise, both as to action in his or her official capacity

1 and as to action in another capacity while holding such  
2 office, and shall continue as to a person who has ceased to  
3 be a director, officer, employee or agent, and shall inure to  
4 the benefit of the heirs, executors and administrators of  
5 such a person.

6 (g) A corporation may purchase and maintain insurance on  
7 behalf of any person who is or was a director, officer,  
8 employee or agent of the corporation, or who is or was  
9 serving at the request of the corporation as a director,  
10 officer, employee or agent of another corporation,  
11 partnership, joint venture, trust or other enterprise,  
12 against any liability asserted against such person and  
13 incurred by such person in any such capacity, or arising out  
14 of his or her status as such, whether or not the corporation  
15 would have the power to indemnify such person against such  
16 liability under the provisions of this Section.

17 (h) In the case of a corporation with members entitled  
18 to vote, if a corporation indemnifies ~~has-paid--indemnity~~ or  
19 advances ~~has--advanced~~ expenses under subsection (b) of this  
20 Section to a director or, officer, ~~employee--or--agent~~, the  
21 corporation shall report the indemnification or advance in  
22 writing to the members entitled to vote with or before the  
23 notice of the next meeting of the members entitled to vote.

24 (i) For purposes of this Section, references to "the  
25 corporation" shall include, in addition to the surviving  
26 corporation, any merging corporation (including any  
27 corporation having merged with a merging corporation)  
28 absorbed in a merger which, if its separate existence had  
29 continued, would have had the power and authority to  
30 indemnify its directors, officers, employees or agents, so  
31 that any person who was a director, officer, employee or  
32 agent of such merging corporation, or was serving at the  
33 request of such merging corporation as a director, officer,  
34 employee or agent of another corporation, partnership, joint

1 venture, trust or other enterprise, shall stand in the same  
2 position under the provisions of this Section with respect to  
3 the surviving corporation as such person would have with  
4 respect to such merging corporation if its separate existence  
5 had continued.

6 (j) For purposes of this Section, references to "other  
7 enterprises" shall include employee benefit plans; references  
8 to "fines" shall include any excise taxes assessed on a  
9 person with respect to an employee benefit plan; and  
10 references to "serving at the request of the corporation"  
11 shall include any service as a director, officer, employee or  
12 agent of the corporation which imposes duties on, or involves  
13 services by such director, officer, employee, or agent with  
14 respect to an employee benefit plan, its participants, or  
15 beneficiaries. A person who acted in good faith and in a  
16 manner he or she reasonably believed to be in the best  
17 interests of the participants and beneficiaries of an  
18 employee benefit plan shall be deemed to have acted in a  
19 manner "not opposed to the best interests of the corporation"  
20 as referred to in this Section.

21 (Source: P.A. 84-1423.)

22 (805 ILCS 105/110.30) (from Ch. 32, par. 110.30)

23 Sec. 110.30. Articles of amendment.

24 (a) Except as provided in Section 110.40 of this Act,  
25 the articles of amendment shall be executed and filed in  
26 duplicate in accordance with Section 101.10 of this Act and  
27 shall set forth:

28 (1) The name of the corporation;

29 (2) The text of each amendment adopted;

30 (3) If the amendment was adopted pursuant to  
31 Section 110.15 of this Act:

32 (i) A statement that the amendment received  
33 the affirmative vote of a majority of the directors

1 in office, at a meeting of the board of directors,  
2 and the date of the meeting; or

3 (ii) A statement that the amendment was  
4 adopted by written consent, signed by all the  
5 directors in office, in compliance with Section  
6 108.45 of this Act;

7 (4) If the amendment was adopted pursuant to  
8 Section 110.20 of this Act:

9 (i) A statement that the amendment was adopted  
10 at a meeting of members entitled to vote by the  
11 affirmative vote of the members having not less than  
12 the minimum number of votes necessary to adopt such  
13 amendment, as provided by this Act, the articles of  
14 incorporation or the bylaws, and the date of the  
15 meeting; or

16 (ii) A statement that the amendment was  
17 adopted by written consent signed by members  
18 entitled to vote having not less than the minimum  
19 number of votes necessary to adopt such amendment,  
20 as provided by this Act, the articles of  
21 incorporation, or the bylaws, in compliance with  
22 Section 107.10 of this Act.

23 (5) If the amendment restates the articles of  
24 incorporation, the amendment shall so state and shall set  
25 forth:

26 (i) The text of the articles as restated;

27 (ii) The date of incorporation, the name under  
28 which the corporation was incorporated, subsequent  
29 names, if any, that the corporation adopted pursuant  
30 to amendment of its articles of incorporation, and  
31 the effective date of any such amendments;

32 (iii) The address of the registered office and  
33 the name of the registered agent on the date of  
34 filing the restated articles.

1           The articles as restated must include all the  
 2 information required by subsection (a) of Section  
 3 102.10 of this Act, except that the articles need  
 4 not set forth the information required by paragraphs  
 5 3, 4 or 5 thereof. If any provision of the articles  
 6 of incorporation is amended in connection with the  
 7 restatement, the articles of amendment shall clearly  
 8 identify such amendment.

9           (6) If, pursuant to Section 110.35 of this Act, the  
 10 amendment is to become effective subsequent to the date  
 11 on which the articles certificate of amendment are filed  
 12 ~~is-issued~~, the date on which the amendment is to become  
 13 effective.

14           (7) If the amendment revives the articles of  
 15 incorporation and extends the period of corporate  
 16 duration, the amendment shall so state and shall set  
 17 forth:

18                   (i) The date the period of duration expired  
 19 under the articles of incorporation;

20                   (ii) A statement that the period of duration  
 21 will be perpetual, or, if a limited duration is to  
 22 be provided, the date to which the period of  
 23 duration is to be extended; and

24                   (iii) A statement that the corporation has  
 25 been in continuous operation since before the date  
 26 of expiration of its original period of duration.

27           (b) When the provisions of this Section have been  
 28 complied with, the Secretary of State shall file the articles  
 29 ~~issue-a-certificate~~ of amendment.

30 (Source: P.A. 84-1423.)

31 (805 ILCS 105/110.35) (from Ch. 32, par. 110.35)  
 32 Sec. 110.35. Effect of ~~certificate-of~~ amendment.

33 (a) The amendment shall become effective and the

1 articles of incorporation shall be deemed to be amended  
2 accordingly, as of the later of:

3 (1) The filing of the articles issuance-of-the  
4 certificate of amendment by the Secretary of State; or

5 (2) The time established under the articles of  
6 amendment, not to exceed 30 days after the filing of the  
7 articles issuance-of-the-certificate of amendment by the  
8 Secretary of State.

9 (b) If the amendment is made in accordance with the  
10 provisions of Section 110.40 of this Act, upon the filing of  
11 the articles issuance-of-the-certificate of amendment by the  
12 Secretary of State, the amendment shall become effective and  
13 the articles of incorporation shall be deemed to be amended  
14 accordingly, without any action thereon by the directors or  
15 members of the corporation and with the same effect as if the  
16 amendments had been adopted by unanimous action of the  
17 directors and members of the corporation.

18 (c) If the amendment restates the articles of  
19 incorporation, such restated articles of incorporation shall,  
20 upon such amendment becoming effective, supersede and stand  
21 in lieu of the corporation's preexisting articles of  
22 incorporation.

23 (d) If the amendment revives the articles of  
24 incorporation and extends the period of corporate duration,  
25 upon the filing of the articles issuance-of--the--certificate  
26 of amendment by the Secretary of State, the amendment shall  
27 become effective and the corporate existence shall be deemed  
28 to have continued without interruption from the date of  
29 expiration of the original period of duration, and the  
30 corporation shall stand revived with such powers, duties and  
31 obligations as if its period of duration had not expired; and  
32 all acts and proceedings of its officers, directors and  
33 members, acting or purporting to act as such, which would  
34 have been legal and valid but for such expiration, shall

1 stand ratified and confirmed.

2 (e) No amendment of the articles of incorporation of a  
3 corporation shall affect any existing cause of action in  
4 favor of or against such corporation, or any pending suit in  
5 which such corporation shall be a party, or the existing  
6 rights of persons other than members; and, in the event the  
7 corporate name shall be changed by amendment, no suit brought  
8 by or against such corporation under its former name shall be  
9 abated for that reason.

10 (Source: P.A. 84-1423.)

11 (805 ILCS 105/111.25) (from Ch. 32, par. 111.25)

12 Sec. 111.25. Articles of merger or consolidation.

13 (a) Articles of merger or consolidation shall be  
14 executed by each corporation and filed in duplicate in  
15 accordance with Section 101.10 of this Act and shall set  
16 forth:

17 (1) the name of each corporation;

18 (2) the plan of merger or consolidation;

19 (3) as to each corporation where the plan of merger  
20 or consolidation was adopted pursuant Section 111.15 of  
21 this Act:

22 (i) a statement that the plan received the  
23 affirmative vote of a majority of the directors in  
24 office, at a meeting of the board of directors, and  
25 the date of the meeting; or

26 (ii) a statement that the plan was adopted by  
27 written consent, signed by all the directors in  
28 office, in compliance with Section 108.45 of this  
29 Act; and

30 (4) as to each corporation where the plan of merger  
31 or consolidation was adopted pursuant Section 111.20 of  
32 this Act:

33 (i) a statement that the plan was adopted at a

1 meeting of members by the affirmative vote of  
 2 members having not less than the minimum number of  
 3 votes necessary to adopt the plan, as provided by  
 4 this Act, the articles of incorporation, or the  
 5 bylaws, and the date of the meeting; or

6 (ii) a statement that the plan was adopted by  
 7 written consent, signed by members having not less  
 8 than the minimum number of votes necessary to adopt  
 9 the plan, as provided by this Act, the articles of  
 10 incorporation or the bylaws, in compliance with  
 11 Section 107.10 of this Act.

12 (b) When the provisions of this Section have been  
 13 complied with, the Secretary of State shall file the articles  
 14 issue-a-certificate of merger or consolidation.

15 (Source: P.A. 91-357, eff. 7-29-99.)

16 (805 ILCS 105/111.40) (from Ch. 32, par. 111.40)

17 Sec. 111.40. Effective date of merger or consolidation.  
 18 The merger or consolidation shall become effective upon the  
 19 filing of the articles ~~issuance-of-the-certificate~~ of merger  
 20 or consolidation by the Secretary of State or on a later  
 21 specified date, not more than 30 days subsequent to the  
 22 filing of the articles of merger or consolidation ~~issuance-of~~  
 23 ~~the-certificate~~ by the Secretary of State, as may be provided  
 24 for in the plan.

25 (Source: P.A. 88-151.)

26 (805 ILCS 105/111.45) (from Ch. 32, par. 111.45)

27 Sec. 111.45. Recording of ~~certificate--and~~ articles of  
 28 merger or consolidation. The articles of merger or  
 29 consolidation ~~certificate-of-merger--with--the--copy--of--the~~  
 30 ~~articles--of-merger-affixed-thereto-by-the-Secretary-of-State~~  
 31 ~~or-the-certificate-of-consolidation--with--the--copy--of--the~~  
 32 ~~articles-of-consolidation-affixed-thereto-by-the-Secretary-of~~

1 State, shall be returned to the surviving or new corporation,  
2 as the case may be, or to its representative, and such  
3 certificate and articles, or a copy thereof certified by the  
4 Secretary of State, shall be filed for record within the time  
5 prescribed by Section 101.10 of this Act in the office of the  
6 Recorder of each county in which the registered office of  
7 each merging or consolidating corporation may be situated,  
8 and in the case of a consolidation, in the office of the  
9 Recorder of the county in which the registered office of the  
10 new corporation shall be situated.

11 (Source: P.A. 84-1423.)

12 (805 ILCS 105/112.20) (from Ch. 32, par. 112.20)

13 Sec. 112.20. Articles of dissolution.

14 (a) When a voluntary dissolution has been authorized as  
15 provided by this Act, articles of dissolution shall be  
16 executed and filed in duplicate in accordance with Section  
17 101.10 of this Act and shall set forth:

18 (1) The name of the corporation.

19 (2) The date dissolution was authorized.

20 (3) A post-office address to which may be mailed a  
21 copy of any process against the corporation that may be  
22 served on the Secretary of State.

23 (4) Where dissolution is authorized pursuant to  
24 Section 112.05 of this Act:

25 (i) A statement that the dissolution received  
26 the affirmative vote of a majority of the directors  
27 in office, at a meeting of the board of directors,  
28 and the date of the meeting; or

29 (ii) A statement that the dissolution was  
30 adopted by written consent, signed by all the  
31 directors in office, in compliance with Section  
32 108.45 of this Act.

33 (5) If the dissolution was adopted pursuant to

1 Section 112.10 or 112.15 of this Act:

2 (i) A statement that the dissolution was  
3 adopted at a meeting of members by the affirmative  
4 vote of the members having not less than the minimum  
5 number of votes necessary to adopt the dissolution,  
6 as provided by this Act, the articles of  
7 incorporation, or the bylaws, and the date of the  
8 meeting; or

9 (ii) A statement that the dissolution was  
10 adopted by written consent, signed by members having  
11 not less than the minimum number of votes necessary  
12 to adopt the dissolution, as provided by this Act,  
13 the articles of incorporation, or the bylaws, in  
14 compliance with Section 107.10 of this Act.

15 (b) When the provisions of this Section have been  
16 complied with, the Secretary of State shall file the articles  
17 issue-a-certificate of dissolution.

18 (c) The dissolution is effective on the date of the  
19 filing of the articles issuance-of-the-certificate thereof by  
20 the Secretary of State.

21 (Source: P.A. 84-1423.)

22 (805 ILCS 105/112.25) (from Ch. 32, par. 112.25)  
23 Sec. 112.25. Revocation of Dissolution.

24 (a) A corporation may revoke its dissolution within 60  
25 days of its effective date if the corporation has not begun  
26 to distribute its assets or has not commenced a proceeding  
27 for court supervision of its winding up under Section 112.50  
28 of this Act.

29 (b) The corporation's board of directors may revoke the  
30 dissolution without action by members entitled to vote on  
31 dissolution.

32 (c) Within 60 days after the dissolution has been  
33 revoked by the corporation, articles of revocation of

1 dissolution shall be executed and filed in duplicate in  
2 accordance with Section 101.10 of this Act and shall set  
3 forth:

4 (1) The name of the corporation;

5 (2) The effective date of the dissolution that was  
6 revoked;

7 (3) A statement that the corporation has not begun  
8 to distribute its assets nor has it commenced a  
9 proceeding for court supervision of its winding up;

10 (4) The date the revocation of dissolution was  
11 authorized;

12 (5) A statement that the corporation's board of  
13 directors revoked the dissolution.

14 (d) When the provisions of this Section have been  
15 complied with, the Secretary of State shall file the articles  
16 ~~issue-a-certificate~~ of revocation of dissolution. Failure to  
17 file the revocation of dissolution as required in subsection  
18 (c) hereof shall not be grounds for the Secretary of State to  
19 reject the filing, but the corporation filing beyond the time  
20 period shall pay a penalty as prescribed by this Act.

21 (e) The revocation of dissolution is effective on the  
22 date of the filing of the articles ~~issuance--of--the~~  
23 ~~certificate~~ thereof by the Secretary of State and shall  
24 relate back and take effect as of the date of ~~issuance-of-the~~  
25 ~~certificate--of~~ dissolution and the corporation may resume  
26 conducting affairs as if dissolution had never occurred.

27 (Source: P.A. 85-1269.)

28 (805 ILCS 105/112.35) (from Ch. 32, par. 112.35)

29 Sec. 112.35. Grounds for administrative dissolution. The  
30 Secretary of State may dissolve any corporation  
31 administratively if:

32 (a) It has failed to file its annual report as required  
33 by this Act before the first day of the anniversary month of

1 the corporation of the year in which such annual report  
2 becomes due;

3 (b) It has failed to file in the office of the Secretary  
4 of State any report after the expiration of the period  
5 prescribed in this Act for filing such report;

6 (c) It has failed to pay any fees or charges prescribed  
7 by this Act;

8 (d) (e) It has failed to appoint and maintain a  
9 registered agent in this State; or

10 (e) It has misrepresented any material matter in any  
11 application, report, affidavit, or other document filed by  
12 the corporation pursuant to this Act; or

13 (f) (d) The Secretary of State receives notification  
14 from a local liquor commissioner, pursuant to Section 4-4(3)  
15 of "The Liquor Control Act of 1934," as now or hereafter  
16 amended, that an organization incorporated under this Act and  
17 functioning as a club has violated that Act by selling or  
18 offering for sale at retail alcoholic liquors without a  
19 retailer's license.

20 (Source: P.A. 84-1423.)

21 (805 ILCS 105/112.45) (from Ch. 32, par. 112.45)  
22 Sec. 112.45. Reinstatement following administrative  
23 dissolution.

24 (a) A domestic corporation administratively dissolved  
25 under Section 112.40 of this Act may be reinstated by the  
26 Secretary of State within five years following the date of  
27 issuance of the certificate of dissolution upon:

28 (1) The filing of an application for reinstatement;

29 (2) The filing with the Secretary of State by the  
30 corporation of all reports then due and theretofore  
31 becoming due;

32 (3) The payment to the Secretary of State by the  
33 corporation of all fees and penalties then due and

1           therefore becoming due.

2           (b) The application for reinstatement shall be executed  
3 and filed in duplicate in accordance with Section 101.10 of  
4 this Act and shall set forth:

5                 (1) The name of the corporation at the time of the  
6 issuance of the certificate of dissolution;

7                 (2) If such name is not available for use as  
8 determined by the Secretary of State at the time of  
9 filing the application for reinstatement, the name of the  
10 corporation as changed; provided, however, that any  
11 change of name is properly effected pursuant to Section  
12 110.05 and Section 110.30 of this Act;

13                 (3) The date of the issuance of the certificate of  
14 dissolution;

15                 (4) The address, including street and number, or  
16 rural route number, of the registered office of the  
17 corporation upon reinstatement thereof, and the name of  
18 its registered agent at such address upon the  
19 reinstatement of the corporation, provided however, that  
20 any change from either the registered office or the  
21 registered agent at the time of dissolution is properly  
22 reported pursuant to Section 105.10 of this Act.

23           (c) When a dissolved corporation has complied with the  
24 provisions of this Section, the Secretary of State shall file  
25 the application for issue-a-certificate-of reinstatement.

26           (d) Upon the filing of the application for issuance-of  
27 the-certificate-of reinstatement, the corporate existence  
28 shall be deemed to have continued without interruption from  
29 the date of the issuance of the certificate of dissolution,  
30 and the corporation shall stand revived with such powers,  
31 duties and obligations as if it had not been dissolved; and  
32 all acts and proceedings of its officers, directors and  
33 members, acting or purporting to act as such, which would  
34 have been legal and valid but for such dissolution, shall

1 stand ratified and confirmed.

2 (Source: P.A. 86-381.)

3 (805 ILCS 105/112.80) (from Ch. 32, par. 112.80)

4 Sec. 112.80. Survival of remedy after dissolution. The  
5 dissolution of a corporation either (1) by filing articles of  
6 dissolution in accordance with Section 112.20 of this Act,  
7 (2) ~~(1)~~ by the issuance of a certificate of dissolution in  
8 accordance with Section 112.40 of this Act by the Secretary  
9 of State, (3) ~~or~~ ~~(2)~~ by a judgment of dissolution by a  
10 Circuit Court of this State, or (4) ~~(3)~~ by expiration of its  
11 period of duration, shall not take away nor impair any remedy  
12 available to or against such corporation, its directors,  
13 members or persons receiving distributions, for any right or  
14 claim existing, or any liability incurred, prior to such  
15 dissolution if action or other proceeding thereon is  
16 commenced within two years after the date of such  
17 dissolution. Any such action or proceeding by or against the  
18 corporation may be prosecuted or defended by the corporation  
19 in its corporate name.

20 (Source: P.A. 84-1423.)

21 (805 ILCS 105/113.05) (from Ch. 32, par. 113.05)

22 Sec. 113.05. Admission of foreign corporation. A  
23 foreign corporation organized not for profit, before it  
24 conducts any affairs in this State, shall procure a  
25 ~~certificate--of~~ authority so to do from the Secretary of  
26 State. A foreign corporation organized not for profit, upon  
27 complying with the provisions of this Act, may secure from  
28 the Secretary of State the ~~a--certificate--of~~ authority to  
29 conduct affairs in this State. A foreign corporation shall  
30 not be denied ~~a--certificate--of~~ authority by reason of the  
31 fact that the laws of the state under which such corporation  
32 is organized governing its organization and internal affairs

1 differ from the laws of this State, and nothing in this Act  
2 contained shall be construed to authorize this State to  
3 regulate the organization or the internal affairs of such  
4 corporation.

5 (Source: P.A. 84-1423.)

6 (805 ILCS 105/113.10) (from Ch. 32, par. 113.10)

7 Sec. 113.10. Powers of foreign corporation. No foreign  
8 corporation shall conduct in this State any affairs which a  
9 corporation organized under the laws of this State is not  
10 permitted to conduct. A foreign corporation which shall have  
11 received a ~~certificate of~~ authority to conduct affairs under  
12 this Act shall, until a certificate of revocation has been  
13 issued or an application for ~~of~~ withdrawal shall have been  
14 filed issued as provided in this Act, enjoy the same, but no  
15 greater, rights and privileges as a domestic corporation  
16 organized for the purposes set forth in the application  
17 pursuant to which such ~~certificate of~~ authority is granted  
18 ~~issued~~; and, except as in Section 113.05 of this Act  
19 otherwise provided with respect to the organization and  
20 internal affairs of a foreign corporation and except as  
21 elsewhere in this Act otherwise provided, shall be subject to  
22 the same duties, restrictions, penalties, and liabilities now  
23 or hereafter imposed upon a domestic corporation of like  
24 character.

25 (Source: P.A. 84-1423.)

26 (805 ILCS 105/113.15) (from Ch. 32, par. 113.15)

27 Sec. 113.15. Application for ~~certificate of~~ authority.

28 (a) A foreign corporation, in order to procure a  
29 ~~certificate of~~ authority to conduct affairs in this State,  
30 shall execute and file in duplicate an application therefor,  
31 in accordance with Section 101.10 of this Act, and shall also  
32 file a copy of its articles of incorporation and all

1 amendments thereto, duly authenticated by the proper officer  
2 of the state or country wherein it is incorporated. Such  
3 application shall set forth:

4 (1) The name of the corporation, with any additions  
5 thereto required in order to comply with Section 104.05  
6 of this Act together with the State or country under the  
7 laws of which it is organized;

8 (2) The date of its incorporation and the period of  
9 its duration;

10 (3) The address, including street and number, if  
11 any, of its principal office;

12 (4) The address, including street and number, or  
13 rural route number, of its proposed registered office in  
14 this State, and the name of its proposed registered agent  
15 in this State at such address;

16 (5) (Blank); ~~The names of the states and countries,~~  
17 ~~if any, in which it is admitted or qualified to conduct~~  
18 ~~affairs;~~

19 (6) The purpose or purposes for which it was  
20 organized which it proposes to pursue in the conduct of  
21 affairs in this State;

22 (7) The names and respective ~~residential~~ addresses,  
23 including street and number, or rural route number, of  
24 its directors and officers;

25 (8) With respect to any foreign corporation a  
26 purpose of which is to function as a club, as defined in  
27 Section 1- 3.24 of "The Liquor Control Act of 1934," as  
28 now or hereafter amended, a statement that it will comply  
29 with the State and local laws and ordinances relating to  
30 alcoholic liquors; and

31 (9) Such additional information as may be necessary  
32 or appropriate in order to enable the Secretary of State  
33 to determine whether such corporation is entitled to be  
34 granted ~~a certificate of~~ authority to conduct affairs in

1 this State.

2 (b) Such application shall be made on forms prescribed  
3 and furnished by the Secretary of State.

4 (c) When the provisions of this Section have been  
5 complied with, the Secretary of State shall file the  
6 application for ~~issue-a-certificate-of~~ authority.

7 (Source: P.A. 85-1269.)

8 (805 ILCS 105/113.20) (from Ch. 32, par. 113.20)

9 Sec. 113.20. Effect of certificate of authority. Upon  
10 the filing of the application for ~~issuance-of-a-certificate~~  
11 ~~of~~ authority by the Secretary of State, the corporation shall  
12 have the right to conduct affairs in this State for those  
13 purposes set forth in its application, subject, however, to  
14 the right of this State to revoke such right to conduct  
15 affairs in this State as provided in this Act.

16 (Source: P.A. 84-1423.)

17 (805 ILCS 105/113.25) (from Ch. 32, par. 113.25)

18 Sec. 113.25. Change of name by foreign corporation.  
19 Whenever a foreign corporation which is admitted to conduct  
20 affairs in this State shall change its name to one under  
21 which ~~a-certificate-of~~ authority to conduct affairs in this  
22 State would not be granted to it on application therefor, the  
23 authority of such corporation to conduct affairs in this  
24 State shall be suspended and it shall not thereafter conduct  
25 any affairs in this State until it has changed its name to a  
26 name which is available to it under the laws of this State or  
27 until it has adopted an assumed corporate name in accordance  
28 with Section 104.15 of this Act.

29 (Source: P.A. 84-1423.)

30 (805 ILCS 105/113.30) (from Ch. 32, par. 113.30)

31 Sec. 113.30. Amendment to articles of incorporation of

1 foreign corporation. Each foreign corporation authorized to  
2 conduct affairs in this State, whenever its articles of  
3 incorporation are amended, shall forthwith file in the office  
4 of the Secretary of State a copy of such amendment duly  
5 authenticated by the proper officer of the State or country  
6 under the laws of which such corporation is organized; but  
7 the filing thereof shall not of itself enlarge or alter the  
8 purpose or purposes which such corporation is authorized to  
9 pursue in conducting affairs in this State, nor authorize  
10 such corporation to conduct affairs in this State under any  
11 other name than the name set forth in its application for  
12 certificate of authority, nor extend the duration of its  
13 corporate existence.

14 (Source: P.A. 84-1423.)

15 (805 ILCS 105/113.35) (from Ch. 32, par. 113.35)

16 Sec. 113.35. Merger of foreign corporation authorized to  
17 conduct affairs in this state. Whenever a foreign  
18 corporation authorized to conduct affairs in this State shall  
19 be a party to a statutory merger permitted by the laws of the  
20 state or country under which it is organized, and such  
21 corporation shall be the surviving corporation, it shall  
22 forthwith file with the Secretary of State a copy of the  
23 articles of merger duly authenticated by the proper officer  
24 of the state or country under the laws of which such  
25 statutory merger was effected; and it shall not be necessary  
26 for such corporation to procure either a new or an amended  
27 certificate of authority to conduct affairs in this State  
28 unless the name of such corporation or the duration of its  
29 corporate existence be changed thereby or unless the  
30 corporation desires to pursue in this State other or  
31 additional purposes than those which it is then authorized to  
32 pursue in this State.

33 (Source: P.A. 84-1423.)

(805 ILCS 105/113.40) (from Ch. 32, par. 113.40)

Sec. 113.40. Amended certificate of authority. A foreign corporation authorized to conduct affairs in this State shall secure an amended ~~certificate of~~ authority to do so in the event it changes its corporate name, changes the duration of its corporate existence, or desires to pursue in this State other or additional purposes than those set forth in its prior application for a ~~certificate of~~ authority, by making application to the Secretary of State.

The application shall set forth:

(1) The name of the corporation, with any additions required in order to comply with Section 104.05 of this Act, together with the state or country under the laws of which it is organized.

(2) The change to be effected.

(Source: P.A. 88-151.)

(805 ILCS 105/113.45) (from Ch. 32, par. 113.45)

Sec. 113.45. Withdrawal of foreign corporation. A foreign corporation authorized to conduct affairs in this State may withdraw from this State upon filing with ~~procuring from~~ the Secretary of State an application for a ~~certificate of~~ withdrawal. In order to procure such ~~certificate of~~ withdrawal, such foreign corporation shall either:

(a) Execute and file in duplicate, in accordance with Section 101.10 of this Act, an application for withdrawal and a final report which shall set forth:

(1) That it surrenders its authority to conduct affairs in this State;

(2) That it revokes the authority of its registered agent in this State to accept service of process and consents that service of process in any suit, action, or proceeding based upon any cause of action arising in this State during the time the corporation was licensed to

1       conduct affairs in this State may thereafter be made on  
2       such corporation by service thereof on the Secretary of  
3       State;

4               (3) A post office address to which may be mailed a  
5       copy of any process against the corporation that may be  
6       served on the Secretary of State;

7               (4) The name of the corporation and the state or  
8       country under the laws of which it is organized; and

9               (5) Such additional information as may be necessary  
10      or appropriate in order to enable the Secretary of State  
11      to determine and assess any unpaid fees payable by such  
12      foreign corporation as in this Act prescribed; or

13      (b) If it has been dissolved, file a copy of the  
14      articles of dissolution duly authenticated by the proper  
15      officer of the state or country under the laws of which such  
16      corporation was organized.

17      (c) The application for withdrawal and the final report  
18      shall be made on forms prescribed and furnished by the  
19      Secretary of State.

20      (d) When the corporation has complied with subsection  
21      (a) ~~or (b)~~ of this Section, the Secretary of State shall file  
22      the application for issue of a certificate of withdrawal and  
23      mail a copy of the application to the corporation or its  
24      representative. If the provisions of subsection (b) of this  
25      Section have been followed, the Secretary of State shall file  
26      a the copy of the articles of dissolution in his or her  
27      office ~~with one copy of the certificate of withdrawal affixed~~  
28      ~~thereto and mail the original to the corporation or its~~  
29      representative.

30      Upon the filing of the application for issuance of such  
31      certificate of withdrawal or copy of the articles of  
32      dissolution, the authority of the corporation to conduct  
33      affairs in this State shall cease.

34      (Source: P.A. 84-1423.)

1 (805 ILCS 105/113.50) (from Ch. 32, par. 113.50)  
2 Sec. 113.50. Grounds for revocation of certificate of  
3 authority.

4 (a) ~~(1)~~ The ~~certificate--of~~ authority of a foreign  
5 corporation to conduct affairs in this State may be revoked  
6 by the Secretary of State:

7 (1) ~~(a)~~ Upon the failure of an officer or director  
8 to whom interrogatories have been propounded by the  
9 Secretary of State, as provided in this Act, to answer  
10 the same fully and to file such answer in the office of  
11 the Secretary of State;

12 (2) ~~(b)~~ If the certificate of authority of the  
13 corporation was procured through fraud practiced upon the  
14 State;

15 (3) ~~(c)~~ If the corporation has continued to exceed  
16 or abuse the authority conferred upon it by this Act;

17 (4) ~~(d)~~ Upon the failure of the corporation to keep  
18 on file in the office of the Secretary of State duly  
19 authenticated copies of each amendment to its articles or  
20 incorporation;

21 (5) ~~(e)~~ Upon the failure of the corporation to  
22 appoint and maintain a registered agent in this State;

23 (6) ~~(f)~~ Upon the failure of the corporation to file  
24 any report after the period prescribed by this Act for  
25 the filing of such report;

26 (7) ~~(g)~~ Upon the failure of the corporation to pay  
27 any fees or charges prescribed by this Act;

28 (8) ~~(h)~~ For misrepresentation of any material  
29 matter in any application, report, affidavit, or other  
30 document filed by such corporation pursuant to this Act;

31 (9) ~~(i)~~ Upon the failure of the corporation to  
32 renew its assumed name or to apply to change its assumed  
33 name pursuant to the provisions of this Act, when the  
34 corporation can only conduct affairs within this State

1 under its assumed name in accordance with the provisions  
2 of Section 104.05 of this Act;

3 (10) {j} Upon notification from the local liquor  
4 commissioner, pursuant to Section 4-4(3) of "The Liquor  
5 Control Act of 1934," as now or hereafter amended, that a  
6 foreign corporation functioning as a club in this State  
7 has violated that Act by selling or offering for sale at  
8 retail alcoholic liquors without a retailer's license; or

9 (11) {k} When, in an action by the Attorney  
10 General, under the provisions of the "Consumer Fraud and  
11 Deceptive Business Practices Act", or "An Act to regulate  
12 solicitation and collection of funds for charitable  
13 purposes, providing for violations thereof, and making an  
14 appropriation therefor", approved July 26, 1963, as  
15 amended, or the "Charitable Trust Act", a court has found  
16 that the corporation substantially and willfully violated  
17 any of such Acts.

18 (b) {2} The enumeration of grounds for revocation in  
19 paragraphs (1) {a} through (11) {k} of subsection (a) {1}  
20 shall not preclude any action by the Attorney General which  
21 is authorized by any other statute of the State of Illinois  
22 or the common law.

23 (Source: P.A. 84-1423.)

24 (805 ILCS 105/113.55) (from Ch. 32, par. 113.55)

25 Sec. 113.55. Procedure for revocation of certificate of  
26 authority.

27 (a) After the Secretary of State determines that one or  
28 more grounds exist under Section 113.50 of this Act for the  
29 revocation of a--certificate--of authority of a foreign  
30 corporation, he or she shall send by regular mail to each  
31 delinquent corporation a Notice of Delinquency to its  
32 registered office, or, if the corporation has failed to  
33 maintain a registered office, then to the president or other

1 principal officer at the last known office of said officer.

2 (b) If the corporation does not correct the default  
3 within 90 days following such notice, the Secretary of State  
4 shall thereupon revoke the certificate of authority of the  
5 corporation by issuing a certificate of revocation that  
6 recites the grounds for revocation and its effective date.  
7 The Secretary of State shall file the original of the  
8 certificate in his or her office, mail one copy to the  
9 corporation at its registered office and file one copy for  
10 record in the office of the Recorder of the county in which  
11 the registered office of the corporation in this State is  
12 situated, to be recorded by such Recorder. The Recorder  
13 shall submit for payment, on a quarterly basis, to the  
14 Secretary of State the amount of filing fees incurred.

15 (c) Upon the issuance of the certificate of revocation,  
16 the authority of the corporation to conduct affairs in this  
17 State shall cease and such revoked corporation shall not  
18 thereafter conduct any affairs in this State.

19 (Source: P.A. 84-1423.)

20 (805 ILCS 105/113.60) (from Ch. 32, par. 113.60)

21 Sec. 113.60. Reinstatement following revocation.

22 (a) A foreign corporation revoked under Section 113.55  
23 of this Act may be reinstated by the Secretary of State  
24 within five years following the date of issuance of the  
25 certificate of revocation upon:

26 (1) The filing of an application for reinstatement;

27 (2) The filing with the Secretary of State by the  
28 corporation of all reports then due and theretofore  
29 becoming due; and

30 (3) The payment to the Secretary of State by the  
31 corporation of all fees and penalties then due and  
32 theretofore becoming due.

33 (b) The application for reinstatement shall be executed

1 and filed in duplicate in accordance with Section 101.10 of  
2 this Act and shall set forth:

3 (1) The name of the corporation at the time of the  
4 issuance of the certificate of revocation;

5 (2) If such name is not available for use as  
6 determined by the Secretary of State at the time of  
7 filing the application for reinstatement, the name of the  
8 corporation as changed, or the assumed corporate name  
9 which the corporation elects to adopt for use in this  
10 State in accordance with Section 104.05; provided,  
11 however, that any change of name is properly effected  
12 pursuant to Sections 113.30 and Section 113.40 of this  
13 Act, and any adoption of assumed corporate name is  
14 properly effected pursuant to Section 104.15 of this Act;

15 (3) The date of the issuance of the certificate of  
16 revocation; and

17 (4) The address, including street and number, or  
18 rural route number, of the registered office of the  
19 corporation upon reinstatement thereof, and the name of  
20 its registered agent at such address upon the  
21 reinstatement of the corporation; provided, however, that  
22 any change from either the registered office or the  
23 registered agent at the time of revocation is properly  
24 reported pursuant to Section 105.10 of this Act.

25 (c) When a revoked corporation has complied with the  
26 provisions of this Section, the Secretary of State shall file  
27 the application for issue-a-certificate-of reinstatement.

28 (d) Upon the filing of the application for issuance-of  
29 the--certificate--of reinstatement, the authority of the  
30 corporation to conduct affairs in this State shall be deemed  
31 to have continued without interruption from the date of the  
32 issuance of the certificate of revocation, and the  
33 corporation shall stand revived as if its certificate-of  
34 authority had not been revoked; and all acts and proceedings

1 of its officers, directors and members, acting or purporting  
2 to act as such, which would have been legal and valid but for  
3 such revocation, shall stand ratified and confirmed.

4 (Source: P.A. 85-1269.)

5 (805 ILCS 105/113.65) (from Ch. 32, par. 113.65)

6 Sec. 113.65. Application to corporations heretofore  
7 qualified to conduct affairs in this state. Foreign  
8 corporations which have been duly authorized to conduct  
9 affairs in this State at the time this Act takes effect, for  
10 a purpose or purposes for which a corporation might secure  
11 such authority under this Act, shall, subject to the  
12 limitations set forth in their respective applications for  
13 certificates of authority, be entitled to all the rights and  
14 privileges applicable to foreign corporations procuring  
15 authority to conduct affairs in this State under this Act,  
16 and from the time this Act takes effect such corporation  
17 shall be subject to all the limitations, restrictions,  
18 liabilities, and duties prescribed herein for foreign  
19 corporations procuring under this Act authority to conduct  
20 affairs in this State.

21 (Source: P.A. 84-1423.)

22 (805 ILCS 105/113.70) (from Ch. 32, par. 113.70)

23 Sec. 113.70. Conducting affairs without ~~certificate of~~  
24 authority. No foreign corporation conducting affairs in this  
25 state without a ~~certificate of~~ authority to do so is  
26 permitted to maintain a civil action in any court of this  
27 State, until such corporation obtains such a ~~certificate of~~  
28 authority. Nor shall a civil action be maintained in any  
29 court of this State by any successor or assignee of such  
30 corporation on any right, claim or demand arising out of  
31 conducting affairs by such corporation in this State, until a  
32 ~~certificate of~~ authority to conduct affairs in this State is

1 obtained by such corporation or by a corporation which has  
 2 acquired all or substantially all of its assets. The failure  
 3 of a foreign corporation to obtain a certificate of authority  
 4 to conduct affairs in this State does not impair the validity  
 5 of any contract or act of such corporation, and does not  
 6 prevent such corporation from defending any action in any  
 7 court of this State.

8 (Source: P.A. 84-1423.)

9 (805 ILCS 105/114.05) (from Ch. 32, par. 114.05)

10 Sec. 114.05. Annual report of domestic or foreign  
 11 corporation. Each domestic corporation organized under this  
 12 Act, and each foreign corporation authorized to conduct  
 13 affairs in this State, shall file, within the time prescribed  
 14 by this Act, an annual report setting forth:

15 (a) The name of the corporation.

16 (b) The address, including street and number, or rural  
 17 route number, of its registered office in this State, and the  
 18 name of its registered agent at such address and a statement  
 19 of change of its registered office or registered agent, or  
 20 both, if any.

21 (c) The address, including street and number, if any, of  
 22 its principal office.

23 (d) The names and respective residential addresses,  
 24 including street and number, or rural route number, of its  
 25 directors and officers.

26 (e) A brief statement of the character of the affairs  
 27 which the corporation is actually conducting from among the  
 28 purposes authorized in Section 103.05 of this Act.

29 (f) (Blank). ~~Whether the corporation is a Condominium~~  
 30 ~~Association as established under the Condominium Property~~  
 31 ~~Act, a Cooperative Housing Corporation defined in Section 216~~  
 32 ~~of the Internal Revenue Code of 1954 or a Homeowner~~  
 33 ~~Association which administers a common interest community as~~

1 ~~defined in subsection (e) of Section 9-102 of the Code of~~  
2 ~~Civil Procedure.~~

3 (g) Such additional information as may be necessary or  
4 appropriate in order to enable the Secretary of State to  
5 administer this Act and to verify the proper amount of fees  
6 payable by the corporation.

7 Such annual report shall be made on forms prescribed and  
8 furnished by the Secretary of State, and the information  
9 therein required by subsections (a) to (d), both inclusive,  
10 of this Section, shall be given as of the date of the  
11 execution of the annual report. It shall be executed by the  
12 corporation by any authorized officer and verified by him or  
13 her, or, if the corporation is in the hands of a receiver or  
14 trustee, it shall be executed on behalf of the corporation  
15 and verified by such receiver or trustee.

16 (Source: P.A. 88-691, eff. 1-24-95.)

17 (805 ILCS 105/115.05) (from Ch. 32, par. 115.05)

18 Sec. 115.05. Fees and charges to be collected by  
19 Secretary of State. The Secretary of State shall charge and  
20 collect in accordance with the provisions of this Act:

- 21 (a) Fees for filing documents ~~and issuing certificates.~~
- 22 (b) Miscellaneous charges.
- 23 (c) Fees for filing annual reports.

24 (Source: P.A. 84-1423.)

25 (805 ILCS 105/115.10) (from Ch. 32, par. 115.10)

26 Sec. 115.10. Fees for filing documents and issuing  
27 certificates. The Secretary of State shall charge and  
28 collect for:

- 29 (a) Filing articles of incorporation ~~and issuing a~~  
30 ~~certificate of incorporation~~, \$50.
- 31 (b) Filing articles of amendment ~~and issuing a~~  
32 ~~certificate of amendment~~, \$25, unless the amendment is a

1 restatement of the articles of incorporation, in which case  
2 the fee shall be \$100.

3 (c) Filing articles of merger or consolidation--and  
4 issuing-a-certificate-of-merger-or-consolidation, \$25.

5 (d) Filing articles of dissolution, \$5.

6 (e) Filing application to reserve a corporate name, \$25.

7 (f) Filing a notice of transfer of a reserved corporate  
8 name, \$25.

9 (g) Filing statement of change of address of registered  
10 office or change of registered agent, or both, if other than  
11 on an annual report, \$5.

12 (h) Filing an application of a foreign corporation for  
13 certificate-of authority to conduct affairs in this State and  
14 issuing-a-certificate-of-authority, \$50.

15 (i) Filing an application of a foreign corporation for  
16 amended certificate-of authority to conduct affairs in this  
17 State and-issuing-an-amended-certificate-of-authority, \$25.

18 (j) Filing a copy of amendment to the articles of  
19 incorporation of a foreign corporation holding a--certificate  
20 of authority to conduct affairs in this State, \$25, unless  
21 the amendment is a restatement of the articles of  
22 incorporation, in which case the fee shall be \$100.

23 (k) Filing a copy of articles of merger of a foreign  
24 corporation holding a-certificate--of authority to conduct  
25 affairs in this State, \$25.

26 (l) Filing an application for withdrawal and final  
27 report or a copy of articles of dissolution, of a foreign  
28 corporation and-issuing-a-certificate-of-withdrawal, \$5.

29 (m) Filing an annual report of a domestic or foreign  
30 corporation, \$5.

31 (n) Filing an application for reinstatement of a  
32 domestic or a foreign corporation, and-issuing-a--certificate  
33 of-reinstatement, \$25.

34 (o) Filing an application for use or change of an

1 assumed corporate name, \$150 ~~\$20-plus--\$2-50~~ for each year  
 2 month or part thereof ending in 0 or 5, \$120 for each year or  
 3 part thereof ending in 1 or 6, \$90 for each year or part  
 4 thereof ending in 2 or 7, \$60 for each year or part thereof  
 5 ending in 3 or 8, \$30 for each year or part thereof ending in  
 6 4 or 9, ~~between-the-date-of-filing-the-application-and-the~~  
 7 ~~date-of-the-renewal-of-the--assumed--corporate--name;~~ and a  
 8 renewal fee for each assumed corporate name, \$150.

9 (p) Filing an application for change or cancellation of  
 10 an assumed corporate name, \$5.

11 (q) Filing an application to register the corporate name  
 12 of a foreign corporation, \$50; and an annual renewal fee for  
 13 the registered name, \$50.

14 (r) Filing an application for cancellation of a  
 15 registered name of a foreign corporation, \$5.

16 (s) Filing a statement of correction, \$25.

17 (t) Filing an election to accept this Act, \$25.

18 (u) Filing any other statement or report, \$5.

19 (Source: P.A. 87-516; 88-691, eff. 1-24-95.)

20 (805 ILCS 105/115.20) (from Ch. 32, par. 115.20)  
 21 Sec. 115.20. Expedited service fees.

22 (a) The Secretary of State may charge and collect a fee  
 23 for expedited services as follows:

24 Certificates of good standing or fact, \$10;

25 All filings, copies of documents, annual reports for up  
 26 to 3 years, and copies of documents of dissolved corporations  
 27 having a file number over 5199, \$25.

28 (b) Expedited services shall not be available for a  
 29 statement of correction, ~~a-petition-for-refund-or-adjustment,~~  
 30 or any request for copies involving more than 3 year's annual  
 31 reports or involving dissolved corporations with a file  
 32 number below 5200.

33 (c) All moneys collected under this Section shall be

1 deposited into the Department of Business Services Special  
2 Operations Fund. No other fees or taxes collected under this  
3 Act shall be deposited into that Fund.

4 (d) As used in this Section, "expedited services" has  
5 the meaning ascribed thereto in Section 15.95 of the Business  
6 Corporation Act of 1983.

7 (Source: P.A. 91-463, eff. 1-1-00.)

8 Section 15. The Limited Liability Company Act is amended  
9 by changing Sections 1-10, 5-55, 15-5, 35-40, 35-50, 45-65,  
10 50-10, and 50-50 as follows:

11 (805 ILCS 180/1-10)

12 Sec. 1-10. Limited liability company name.

13 (a) The name of each limited liability company as set  
14 forth in its articles of organization:

15 (1) shall contain the terms "limited liability  
16 company", "L.L.C.", or "LLC";

17 (2) may not contain a word or phrase, or an  
18 abbreviation or derivation thereof, the use of which is  
19 prohibited or restricted by any other statute of this  
20 State unless the restriction has been complied with;

21 (3) shall consist of letters of the English  
22 alphabet, Arabic or Roman numerals, or symbols capable of  
23 being readily reproduced by the Office of the Secretary  
24 of State;

25 (4) shall not contain any of the following terms:  
26 "Corporation," "Corp.," "Incorporated," "Inc.," "Ltd.,"  
27 "Co.," "Limited Partnership" or "L.P.";

28 (5) shall be the name under which the limited  
29 liability company transacts business in this State unless  
30 the limited liability company also elects to adopt an  
31 assumed name or names as provided in this Act; provided,  
32 however, that the limited liability company may use any

1           divisional designation or trade name without complying  
2           with the requirements of this Act, provided the limited  
3           liability company also clearly discloses its name;

4           (6) shall not contain any word or phrase that  
5           indicates or implies that the limited liability company  
6           is authorized or empowered to be in the business of a  
7           corporate fiduciary unless otherwise permitted by the  
8           Commissioner of the Office of Banks and Real Estate under  
9           Section 1-9 of the Corporate Fiduciary Act. The word  
10          "trust", "trustee", or "fiduciary" may be used by a  
11          limited liability company only if it has first complied  
12          with Section 1-9 of the Corporate Fiduciary Act; and

13          (7) shall contain the word "trust", if it is a  
14          limited liability company organized for the purpose of  
15          accepting and executing trusts.

16          (b) Nothing in this Section or Section 1-20 shall  
17          abrogate or limit the common law or statutory law of unfair  
18          competition or unfair trade practices, nor derogate from the  
19          common law or principles of equity or the statutes of this  
20          State or of the United States of America with respect to the  
21          right to acquire and protect copyrights, trade names,  
22          trademarks, service marks, service names, or any other right  
23          to the exclusive use of names or symbols.

24          (c) The name shall not contain any word or phrase that  
25          indicates or implies that it is organized for any purposes  
26          other than those permitted by this Act as limited by its  
27          articles of organization.

28          (d) The name shall be distinguishable upon the records  
29          in the Office of the Secretary of State from all of the  
30          following:

31                  (1) Any limited liability company that has articles  
32                  of organization filed with the Secretary of State under  
33                  Section 5-5.

34                  (2) Any foreign limited liability company admitted

1 to transact business in this State.

2 (3) Any name for which an exclusive right has been  
3 reserved in the Office of the Secretary of State under  
4 Section 1-15.

5 (4) Any assumed name that is registered with the  
6 Secretary of State under Section 1-20.

7 (5) Any corporate name or assumed corporate name of  
8 a domestic or foreign corporation subject to the  
9 provisions of Section 4.05 of the Business Corporation  
10 Act of 1983.

11 (e) The provisions of subsection (d) of this Section  
12 shall not apply if the organizer files with the Secretary of  
13 State a certified copy of a final decree of a court of  
14 competent jurisdiction establishing the prior right of the  
15 applicant to the use of that name in this State.

16 (f) The Secretary of State shall determine whether a  
17 name is "distinguishable" from another name for the purposes  
18 of this Act. Without excluding other names that may not  
19 constitute distinguishable names in this State, a name is not  
20 considered distinguishable, for purposes of this Act, solely  
21 because it contains one or more of the following:

22 (1) The word "limited", "liability" or "company" or  
23 an abbreviation of one of those words.

24 (2) Articles, conjunctions, contractions,  
25 abbreviations, or different tenses or number of the same  
26 word.

27 (Source: P.A. 90-424, eff. 1-1-98.)

28 (805 ILCS 180/5-55)

29 Sec. 5-55. Filing in Office of Secretary of State.

30 (a) Whenever any provision of this Act requires a  
31 limited liability company to file any document with the  
32 Office of the Secretary of State, the requirement means that:

33 (1) the original document, executed as described in

1 Section 5-45, and, if required by this Act to be filed in  
2 duplicate, one copy (which may be a signed carbon or  
3 photocopy) shall be delivered to the Office of the  
4 Secretary of State;

5 (2) all fees and charges authorized by law to be  
6 collected by the Secretary of State in connection with  
7 the filing of the document shall be tendered to the  
8 Secretary of State; and

9 (3) unless the Secretary of State finds that the  
10 document does not conform to law, he or she shall, when  
11 all fees have been paid:

12 (A) endorse on the original and on the copy  
13 the word "Filed" and the month, day, and year of the  
14 filing thereof;

15 (B) file in his or her office the original of  
16 the document; and

17 (C) return the copy to the person who filed it  
18 or to that person's representative.

19 (b) If another Section of this Act specifically  
20 prescribes a manner of filing or signing a specified document  
21 that differs from the corresponding provisions of this  
22 Section, then the provisions of the other Section shall  
23 govern.

24 (Source: P.A. 87-1062.)

25 (805 ILCS 180/15-5)

26 Sec. 15-5. Operating agreement.

27 (a) ~~Except--as--otherwise--provided--in--subsection--(b)--of~~  
28 ~~this--Section,~~ All members of a limited liability company may  
29 enter into an operating agreement to regulate the affairs of  
30 the company and the conduct of its business and to govern  
31 relations among the members, managers, and company. To the  
32 extent the operating agreement does not otherwise provide,  
33 this Act governs relations among the members, managers, and

1 company. Except as provided in subsection (b) of this  
2 Section, an operating agreement may modify any provision or  
3 provisions of this Act governing relations among the members,  
4 managers, and company.

5 (b) The operating agreement may not:

6 (1) unreasonably restrict a right to information or  
7 access to records under Section 10-15;

8 (2) vary the right to expel a member in an event  
9 specified in subdivision (6) of Section 35-45;

10 (3) vary the requirement to wind up the limited  
11 liability company's business in a case specified in  
12 subdivisions (3) or (4) of Section 35-1;

13 (4) restrict rights of a person, other than a  
14 manager, member, and transferee of a member's  
15 distributional interest, under this Act;

16 (5) restrict the power of a member to dissociate  
17 under Section 35-50, although an operating agreement may  
18 determine whether a dissociation is wrongful under  
19 Section 35-50, and it may eliminate or vary the  
20 obligation of the limited liability company to purchase  
21 the dissociated member's distributional interest under  
22 Section 35-60;

23 (6) eliminate or reduce a member's fiduciary  
24 duties, but may;

25 (A) identify specific types or categories of  
26 activities that do not violate these duties, if not  
27 manifestly unreasonable; and

28 (B) specify the number or percentage of  
29 members or disinterested managers that may authorize  
30 or ratify, after full disclosure of all materials  
31 facts, a specific act or transaction that otherwise  
32 would violate these duties; or

33 (7) eliminate or reduce the obligation of good  
34 faith and fair dealing under subsection (d) of Section

1 15-3, but the operating agreement may determine the  
2 standards by which the performance of the obligation is  
3 to be measured, if the standards are not manifestly  
4 unreasonable.

5 (c) In a limited liability company with only one member,  
6 the operating agreement includes any of the following:

7 (1) Any writing, without regard to whether the  
8 writing otherwise constitutes an agreement, as to the  
9 company's affairs signed by the sole member.

10 (2) Any written agreement between the member and  
11 the company as to the company's affairs.

12 (3) Any agreement, which need not be in writing,  
13 between the member and the company as to a company's  
14 affairs, provided that the company is managed by a  
15 manager who is a person other than the member.

16 (Source: P.A. 90-424, eff. 1-1-98.)

17 (805 ILCS 180/35-40)

18 Sec. 35-40. Reinstatement following administrative  
19 dissolution.

20 (a) A limited liability company administratively  
21 dissolved under Section 35-25 may be reinstated by the  
22 Secretary of State within 5 years following the date of  
23 issuance of the notice of dissolution upon the occurrence of  
24 all of the following:

25 (1) The filing of an application for reinstatement.

26 (2) The filing with the Secretary of State by the  
27 limited liability company of all reports then due and  
28 theretofore becoming due.

29 (3) The payment to the Secretary of State by the  
30 limited liability company of all fees and penalties then  
31 due and theretofore becoming due.

32 (b) The application for reinstatement shall be executed  
33 and filed in duplicate in accordance with Section 5-45 of

1 this Act and shall set forth all of the following:

2 (1) The name of the limited liability company at  
3 the time of the issuance of the notice of dissolution.

4 (2) If the name is not available for use as  
5 determined by the Secretary of State at the time of  
6 filing the application for reinstatement, the name of the  
7 limited liability company as changed, provided that any  
8 change of name is properly effected under Section 1-10  
9 and Section 1-15 of this Act.

10 (3) The date of issuance of the notice of  
11 dissolution.

12 (4) The address, including street and number or  
13 rural route number of the registered office of the  
14 limited liability company upon reinstatement thereof and  
15 the name of its registered agent at that address upon the  
16 reinstatement of the limited liability company, provided  
17 that any change from either the registered office or the  
18 registered agent at the time of dissolution is properly  
19 reported under Section 1-35 of this Act.

20 (c) When a dissolved limited liability company has  
21 complied with the provisions of the Section, the Secretary of  
22 State shall file the application for ~~issue-a--certificate--of~~  
23 reinstatement.

24 (d) Upon the filing of the application for ~~issuance-of~~  
25 ~~the--certificate--of~~ reinstatement, the limited liability  
26 company existence shall be deemed to have continued without  
27 interruption from the date of the issuance of the notice of  
28 dissolution, and the limited liability company shall stand  
29 revived with the powers, duties, and obligations as if it had  
30 not been dissolved; and all acts and proceedings of its  
31 members or managers, acting or purporting to act in that  
32 capacity, that would have been legal and valid but for the  
33 dissolution, shall stand ratified and confirmed.

34 (Source: P.A. 87-1062.)

1 (805 ILCS 180/35-50)

2 Sec. 35-50. Member's power to dissociate; wrongful  
3 dissociation.

4 (a) A member of a member-managed company has the power  
5 to dissociate from a ~~limited-liability~~ company at any time,  
6 rightfully or wrongfully, by express will under subdivision  
7 (1) of Section 35-45. If an operating agreement does not  
8 specify in writing the time or the events upon the happening  
9 of which a member of a member-managed company may dissociate,  
10 a member does not have the power, rightfully or wrongfully,  
11 to dissociate from the company before the dissolution and  
12 winding up of the company.

13 (b) The member's dissociation from a member-managed  
14 ~~limited-liability~~ company is wrongful only if it is in breach  
15 of an express provision of the agreement.

16 (c) A member who wrongfully dissociates from a  
17 member-managed ~~limited--liability~~ company is liable to the  
18 company and to the other members for damages caused by the  
19 dissociation. The liability is in addition to any other  
20 obligation of the member to the company or to the other  
21 members.

22 (d) If a member-managed ~~limited-liability~~ company does  
23 not dissolve and wind up its business as a result of a  
24 member's wrongful dissociation under subsection (b) of this  
25 Section, damages sustained by the company for the wrongful  
26 dissociation must be offset against distributions otherwise  
27 due the member after the dissociation.

28 (e) Unless otherwise provided in writing in an  
29 agreement, a company whose original articles of organization  
30 were filed with the Secretary of State and effective on or  
31 before January 1, 2001, shall continue to be governed by this  
32 Section in effect immediately prior to January 1, 2001, and  
33 shall not be governed by this Section.

34 (Source: P.A. 90-424, eff. 1-1-98.)

1 (805 ILCS 180/45-65)

2 Sec. 45-65. Reinstatement following revocation.

3 (a) A limited liability company whose admission has been  
4 revoked under Section 45-35 may be reinstated by the  
5 Secretary of State within 5 years following the date of  
6 issuance of the certificate of revocation upon the occurrence  
7 of all of the following:

8 (1) The filing of the application for  
9 reinstatement.

10 (2) The filing with the Secretary of State by the  
11 limited liability company of all reports then due and  
12 becoming due.

13 (3) The payment to the Secretary of State by the  
14 limited liability company of all fees and penalties then  
15 due and becoming due.

16 (b) The application for reinstatement shall be executed  
17 and filed in duplicate in accordance with Section 5-45 and  
18 shall set forth all of the following:

19 (1) The name of the limited liability company at  
20 the time of the issuance of the notice of revocation.

21 (2) If the name is not available for use as  
22 determined by the Secretary of State at the time of  
23 filing the application for reinstatement, the name of the  
24 limited liability company as changed, provided that any  
25 change is properly effected under Sections 1-10 and  
26 45-25.

27 (3) The date of the issuance of the notice of  
28 revocation.

29 (4) The address, including street and number or  
30 rural route number of the registered office of the  
31 limited liability company upon reinstatement and the name  
32 of its registered agent at that address upon the  
33 reinstatement of the limited liability company, provided  
34 that any change from either the registered office or the

1 registered agent at the time of revocation is properly  
2 reported under Section 1-35.

3 (c) When a limited liability company whose admission has  
4 been revoked has complied with the provisions of this  
5 Section, the Secretary of State shall file the application  
6 for issue-a-certificate-of reinstatement.

7 (d) Upon the filing of the application for issuance-of  
8 the-certificate-of reinstatement: (i) the admission of the  
9 limited liability company to transact business in this State  
10 shall be deemed to have continued without interruption from  
11 the date of the issuance of the notice of revocation, (ii)  
12 the limited liability company shall stand revived with the  
13 powers, duties, and obligations as if its admission had not  
14 been revoked, and (iii) all acts and proceedings of its  
15 members or managers, acting or purporting to act in that  
16 capacity, that would have been legal and valid but for the  
17 revocation, shall stand ratified and confirmed.

18 (Source: P.A. 90-424, eff. 1-1-98.)

19 (805 ILCS 180/50-10)

20 Sec. 50-10. Fees.

21 (a) The Secretary of State shall charge and collect in  
22 accordance with the provisions of this Act and rules  
23 promulgated under its authority all of the following:

24 (1) Fees for filing documents.

25 (2) Miscellaneous charges.

26 (3) Fees for the sale of lists of filings, copies  
27 of any documents, and for the sale or release of any  
28 information.

29 (b) The Secretary of State shall charge and collect for  
30 all of the following:

31 (1) Filing articles of organization of limited  
32 liability companies (domestic), application for admission  
33 (foreign), and restated articles of organization

1 (domestic), \$400.

2 (2) Filing amendments:

3 (A) For other than change of registered agent  
4 name or registered office, or both, \$100.

5 (B) For the purpose of changing the registered  
6 agent name or registered office, or both, \$25.

7 (3) Filing articles of dissolution or application  
8 for withdrawal, \$100.

9 (4) Filing an application to reserve a name, \$300.

10 (5) Renewal fee for reserved name, \$100.

11 (6) Filing a notice of a transfer of a reserved  
12 name, \$100.

13 (7) Registration of a name, \$300.

14 (8) Renewal of registration of a name, \$100.

15 (9) Filing an application for use of an assumed  
16 name under Section 1-20 of this Act, ~~\$150~~ \$20-plus-\$5 for  
17 each year month or part thereof ending in 0 or 5, \$120  
18 for each year or part thereof ending in 1 or 6, \$90 for  
19 each year or part thereof ending in 2 or 7, \$60 for each  
20 year or part thereof ending in 3 or 8, \$30 for each year  
21 or part thereof ending in 4 or 9, between-the-date-of  
22 filing-the-application-and-the-date-of-the-renewal-of-the  
23 assumed-name; and a renewal for each assumed name, \$300.

24 (10) Filing an application for change of an assumed  
25 name, \$100.

26 (11) Filing an annual report of a limited liability  
27 company or foreign limited liability company, \$200, if  
28 filed as required by this Act, plus a penalty if  
29 delinquent.

30 (12) Filing an application for reinstatement of a  
31 limited liability company or foreign limited liability  
32 company ~~and--for-issuing-a-certificate-of-reinstatement,~~  
33 \$500.

34 (13) Filing Articles of Merger, \$100 plus \$50 for

1 each party to the merger in excess of the first 2  
2 parties.

3 (14) Filing an Agreement of Conversion or Statement  
4 of Conversion, \$100.

5 (15) Filing any other document, \$100.

6 (c) The Secretary of State shall charge and collect all  
7 of the following:

8 (1) For furnishing a copy or certified copy of any  
9 document, instrument, or paper relating to a limited  
10 liability company or foreign limited liability company,  
11 \$1 per page, but not less than \$25, and \$25 for the  
12 certificate and for affixing the seal thereto.

13 (2) For the transfer of information by computer  
14 process media to any purchaser, fees established by rule.

15 (Source: P.A. 90-424, eff. 1-1-98.)

16 (805 ILCS 180/50-50)

17 Sec. 50-50. Department of Business Services Special  
18 Operations Fund.

19 (a) A special fund in the State treasury is created and  
20 shall be known as the Department of Business Services Special  
21 Operations Fund. Moneys deposited into the Fund shall,  
22 subject to appropriation, be used by the Department of  
23 Business Services of the Office of the Secretary of State,  
24 hereinafter "Department", to create and maintain the  
25 capability to perform expedited services in response to  
26 special requests made by the public for same-day or 24-hour  
27 service. Moneys deposited into the Fund shall be used for,  
28 but not limited to, expenditures for personal services,  
29 retirement, Social Security, contractual services, equipment,  
30 electronic data processing, and telecommunications.

31 (b) The balance in the Fund at the end of any fiscal year  
32 shall not exceed \$400,000, and any amount in excess thereof  
33 shall be transferred to the General Revenue Fund.

1 (c) All fees payable to the Secretary of State under this  
2 Section shall be deposited into the Fund. No other fees or  
3 charges taxes collected under this Act shall be deposited  
4 into the Fund.

5 (d) "Expedited services" means services rendered within  
6 the same day, or within 24 hours from the time, the request  
7 therefor is submitted by the filer, law firm, service  
8 company, or messenger physically in person or, at the  
9 Secretary of State's discretion, by electronic means, to the  
10 Department's Springfield Office and includes requests for  
11 certified copies, photocopies, and certificates of good  
12 standing made to the Department's Springfield Office in  
13 person or by telephone, or requests for certificates of good  
14 standing made in person or by telephone to the Department's  
15 Chicago Office.

16 (e) Fees for expedited services shall be as follows:  
17 Restated articles of organization, \$100;  
18 Merger or conversion, \$100;  
19 Articles of organization, \$50;  
20 Articles of amendment, \$50;  
21 Reinstatement, \$50;  
22 Application for admission to transact business, \$50;  
23 Certificate of good standing or abstract of computer  
24 record, \$10;

25 All other filings, copies of documents, annual reports,  
26 and copies of documents of dissolved or revoked limited  
27 liability companies, \$25.

28 (Source: P.A. 91-463, eff. 1-1-00.)

29 Section 20. The Uniform Partnership Act is amended by  
30 changing Section 8.1 as follows:

31 (805 ILCS 205/8.1)

32 Sec. 8.1. Registered limited liability partnerships.

1           (a) To become and to continue as a registered limited  
2 liability partnership, a partnership shall file with the  
3 Secretary of State an application or a renewal application,  
4 as the case may be, stating the name of the partnership; the  
5 federal employer identification number of the partnership;  
6 the address of its principal office; the address of a  
7 registered office and the name and address of a registered  
8 agent for service of process in this State, which the  
9 partnership is required to maintain; the number of partners;  
10 a brief statement of the business in which the partnership  
11 engages,--including--the--four-digit--business--code---number  
12 required--on--the--entity's--U.S.--Tax--Return; and that the  
13 partnership thereby applies for status or renewal of its  
14 status, as the case may be, as a registered limited liability  
15 partnership; and if the partnership is organized as a  
16 registered limited liability partnership under the laws of  
17 another state or other foreign jurisdiction, a document or  
18 documents sufficient under those laws to constitute official  
19 certification of current status in good standing as a  
20 registered limited liability partnership under the laws of  
21 that state or jurisdiction.

22           (b) The application or renewal application shall be  
23 executed by a majority in interest of the partners or by one  
24 or more partners authorized to execute an application or  
25 renewal application.

26           (c) The application or renewal application for a  
27 registered limited liability partnership organized under the  
28 laws of this State shall be accompanied by a fee of \$100 for  
29 each partner, but in no event shall the fee be less than \$200  
30 or exceed \$5,000. The application for a registered limited  
31 liability partnership organized under the laws of another  
32 state or other foreign jurisdiction shall be \$500. The  
33 renewal application for a registered limited liability  
34 partnership organized under the laws of another state or

1 other foreign jurisdiction shall be \$300. All such fees  
2 shall be deposited into the Division of Corporations  
3 Registered Limited Liability Partnership Fund.

4 (d) There is hereby created in the State treasury a  
5 special fund to be known as the Division of Corporations  
6 Registered Limited Liability Partnership Fund. Moneys  
7 deposited into the Fund shall, subject to appropriation, be  
8 used by the Business Services Division of the Office of the  
9 Secretary of State to administer the responsibilities of the  
10 Secretary of State under this Act. The balance of the Fund  
11 at the end of any fiscal year shall not exceed \$200,000, and  
12 any amount in excess thereof shall be transferred to the  
13 General Revenue Fund.

14 (e) The Secretary of State shall register as a  
15 registered limited liability partnership, and shall renew the  
16 registration of any registered limited liability partnership,  
17 any partnership that submits a completed application or  
18 renewal application with the required fee.

19 (f) Registration is effective at the time the  
20 registration application is filed with the Secretary of State  
21 or at any later time, not more than 60 days after the filing  
22 of the registration application, specified in the  
23 application, for one year after the date an application is  
24 filed, unless voluntarily withdrawn by filing with the  
25 Secretary of State a written withdrawal notice executed by a  
26 majority in interest of the partners or by one or more  
27 partners authorized to execute a withdrawal notice together  
28 with a filing fee of \$100. Registration, whether pursuant to  
29 an original application or a renewal application, as a  
30 registered limited liability partnership is renewed if,  
31 during the 60 day period preceding the date the initial  
32 registration or renewed registration otherwise would have  
33 expired, the partnership files with the Secretary of State a  
34 renewal application. A renewed registration expires one year

1 after the date an original registration would have expired if  
2 the last renewal of the registration had not occurred.

3 (g) The status of a partnership as a registered limited  
4 liability partnership shall not be affected by changes after  
5 the filing of an application or a renewal application in the  
6 information stated in the application or renewal application.

7 (h) The Secretary of State shall provide forms for  
8 registration application, renewal of registration, and  
9 voluntary withdrawal notice.

10 (Source: P.A. 88-573, eff. 8-11-94; 88-691, eff. 1-24-95.)

11 Section 25. The Revised Uniform Limited Partnership Act  
12 is amended by changing Sections 201, 210, 603, 801, 1102, and  
13 1111 as follows:

14 (805 ILCS 210/201) (from Ch. 106 1/2, par. 152-1)

15 Sec. 201. Certificate of Limited Partnership.

16 (a) In order to form a limited partnership, a  
17 certificate of limited partnership must be executed and filed  
18 in the office of the Secretary of State in Springfield or  
19 Chicago. Certificates may be filed in such additional  
20 offices as the Secretary of State may designate. The  
21 certificate shall set forth:

22 (1) the name of the limited partnership;

23 (2) the purposes for which the partnership is  
24 formed, which may be stated to be, or to include, the  
25 transaction of any or all lawful businesses for which  
26 limited partnerships may be formed under this Act;

27 (3) the address of the office at which the records  
28 required to be maintained by Section 104 are kept and the  
29 name of its registered agent and the address of its  
30 registered office required to be maintained by Section  
31 103;

32 (4) the name and business address of each general

1 partner;

2 (5) ~~the aggregate amount of cash and a description~~  
3 ~~and statement of the aggregate agreed value of the other~~  
4 ~~property or services contributed by the partners and~~  
5 ~~which the partners have agreed to contribute;~~

6 ~~(6) if agreed upon, a brief statement of the~~  
7 ~~partners' membership and distribution rights;~~

8 ~~(7) the latest date, if any, upon which the limited~~  
9 ~~partnership is to dissolve;~~

10 ~~(6) (8) any other matters the partners determine to~~  
11 ~~include therein; and~~

12 ~~(7) (9) any other information the Secretary of~~  
13 ~~State shall by rule deem necessary to administer this~~  
14 ~~Act.~~

15 (b) A limited partnership is formed at the time of the  
16 filing of the certificate of limited partnership in the  
17 office of the Secretary of State or at any later time, not  
18 more than 60 days subsequent to the filing of the certificate  
19 of limited partnership, specified in the certificate of  
20 limited partnership if, in either case, there has been  
21 substantial compliance with the requirements of this Section.  
22 (Source: P.A. 86-836.)

23 (805 ILCS 210/210)

24 Sec. 210. Merger of limited partnership and limited  
25 liability company.

26 (a) Under a plan of merger approved under subsection (c)  
27 of this Section, any one or more limited partnerships may  
28 merge into one of such limited partnerships or with or into  
29 one or more limited liability companies of this State, any  
30 other state or states of the United States, or the District  
31 of Columbia, if the laws of the other state or states or the  
32 District of Columbia permit the merger. The limited  
33 partnership or partnerships and the limited liability company

1 or companies, if any, may merge with or into a limited  
2 partnership, which may be any one of these limited  
3 partnerships, or they may merge with or into a limited  
4 liability company, which may be any one of these limited  
5 liability companies, which shall be a limited partnership or  
6 limited liability company of this State, any other state of  
7 the United States, or the District of Columbia, which permits  
8 the merger.

9 (b) A plan of merger must set forth all of the  
10 following:

11 (1) The name of each entity that is a party to the  
12 merger.

13 (2) The name of the surviving entity into which the  
14 other entity or entities will merge.

15 (3) The type of organization of the surviving  
16 entity.

17 (4) The terms and conditions of the merger.

18 (5) The manner and basis for converting the  
19 interests, obligations, or other securities of each party  
20 to the merger into interests, obligations, or securities  
21 of the surviving entity, or into money or other property  
22 in whole or in part.

23 (6) The street address of the surviving entity's  
24 principal place of business.

25 (c) The plan of merger required by subsection (b) of  
26 this Section must be approved by each party to the merger in  
27 accordance with all of the following:

28 (1) In the case of a domestic limited partnership,  
29 by all of the partners or by the number or percentage of  
30 the partners required to approve a merger in the  
31 partnership agreement.

32 (2) In the case of a limited liability company, in  
33 accordance with the terms of the limited liability  
34 company operating agreement, if any, and in accordance

1 with the laws under which it was formed.

2 (d) After a plan of merger is approved and before the  
3 merger takes effect, the plan may be amended or abandoned as  
4 provided in the plan of merger.

5 (e) If a limited partnership or partnerships are merging  
6 under this Section, the limited partnership or partnerships  
7 and the limited liability company or companies that are  
8 parties to the merger must sign the articles of merger. The  
9 articles of merger shall be delivered to the Secretary of  
10 State of this State for filing. The articles must set forth  
11 all of the following:

12 (1) The name of each limited partnership and the  
13 name and jurisdiction of organization of each limited  
14 liability company, if any, that is a party to the merger.

15 (2) For each limited partnership that is to merge,  
16 the date its certificate of limited partnership was filed  
17 with the Secretary of State.

18 (3) That a plan of merger has been approved and  
19 signed by each limited partnership and each limited  
20 liability company, if any, that is a party to the merger.

21 (4) The name and address of the surviving limited  
22 partnership or surviving limited liability company.

23 (5) The effective date of the merger.

24 (6) If a limited partnership is the surviving  
25 entity, any changes in its certificate of limited  
26 partnership that are necessary by reason of the merger.

27 (7) If a party to the merger is a foreign limited  
28 liability company, the jurisdiction and date of the  
29 filing of its articles of organization and the date when  
30 its application for authority was filed with the  
31 Secretary of State of this State or, if an application  
32 has not been filed, a statement to that effect.

33 (8) If the surviving entity is not a domestic  
34 limited partnership or limited liability company

1 organized under the laws of this State, an agreement that  
2 the surviving entity may be served with process in this  
3 State and is subject to liability in any action or  
4 proceeding for the enforcement of any liability or  
5 obligation of any limited partnership previously subject  
6 to suit in this State that is to merge, and for the  
7 enforcement, as provided in this Act, of the right of  
8 partners of any limited partnership to receive payment  
9 for their interest against the surviving entity.

10 (f) The merger is effective upon the filing of the  
11 articles of merger with the Secretary of State of this State,  
12 or on a later date as specified in the articles of merger not  
13 later than 30 days subsequent to the filing of the plan of  
14 merger under subsection (e) of this Section.

15 (g) Upon the merger becoming effective, articles of  
16 merger shall act as a certificate of cancellation for a  
17 domestic limited partnership which is not the surviving  
18 entity of the merger.

19 (h) Upon the merger becoming effective, articles of  
20 merger may operate as an amendment to the certificate of  
21 limited partnership of the limited partnership which is the  
22 surviving entity of the merger.

23 (i) When any merger becomes effective under this  
24 Section:

25 (1) the separate existence of each limited  
26 partnership and each limited liability company, if any,  
27 that is a party to the merger, other than the surviving  
28 entity, terminates;

29 (2) all property owned by each limited partnership  
30 and each limited liability company, if any, that is a  
31 party to the merger vests in the surviving entity;

32 (3) all debts, liabilities, and other obligations  
33 of each limited partnership and each limited liability  
34 company, if any, that is a party to the merger become the

1 obligations of the surviving entity;

2 (4) an action or proceeding by or against a limited  
3 partnership or limited liability company, if any, that is  
4 a party to the merger may be continued as if the merger  
5 had not occurred or the surviving entity may be  
6 substituted as a party to the action or proceeding; and

7 (5) except as prohibited by other law, all the  
8 rights, privileges, immunities, powers, and purposes of  
9 each limited partnership and each limited liability  
10 company, if any, that is a party to the merger vest in  
11 the surviving entity.

12 (j) The Secretary of State of this State is an agent for  
13 service of process in an action or proceeding against the  
14 surviving foreign entity to enforce an obligation of any  
15 party to a merger if the surviving foreign entity fails to  
16 appoint or maintain an agent designated for service of  
17 process in this State or the agent for service of process  
18 cannot with reasonable diligence be found at the designated  
19 office. Service is effected under this subsection (j) at the  
20 earliest of:

21 (1) the date the surviving entity receives the  
22 process, notice, or demand;

23 (2) the date shown on the return receipt, if signed  
24 on behalf of the surviving entity; or

25 (3) 5 days after its deposit in the mail, if mailed  
26 postpaid and correctly addressed.

27 (k) Service under subsection (j) of this Section shall  
28 be made by the person instituting the action by doing all of  
29 the following:

30 (1) Serving on the Secretary of State of this  
31 State, or on any employee having responsibility for  
32 administering this Act in his or her office, a copy of  
33 the process, notice, or demand, together with any papers  
34 required by law to be delivered in connection with

1 service and paying the fee prescribed by subsection (b)  
2 of Section 1102 of this Act.

3 (2) Transmitting notice of the service on the  
4 Secretary of State of this State and a copy of the  
5 process, notice, or demand and accompanying papers to the  
6 surviving entity being served, by registered or certified  
7 mail at the address set forth in the articles of merger.

8 (3) Attaching an affidavit of compliance with this  
9 Section, in substantially the form that the Secretary of  
10 State of this State may by rule prescribe, to the  
11 process, notice, or demand.

12 (1) Nothing contained in this Section shall limit or  
13 affect the right to serve any process, notice, or demand  
14 required or permitted by law to be served upon a limited  
15 partnership in any other manner now or hereafter permitted by  
16 law.

17 (m) The Secretary of State of this State shall keep, for  
18 a period of 5 years from the date of service, a record of all  
19 processes, notices, and demands served upon him or her under  
20 this Section and shall record the time of the service and the  
21 person's action with reference to the service.

22 (n) Except as provided by agreement with a person to  
23 whom a general partner of a limited partnership is obligated,  
24 a merger of a limited partnership that has become effective  
25 shall not affect any obligation or liability existing at the  
26 time of the merger of a general partner of a limited  
27 partnership that is merging.

28 (o) If a limited partnership is a constituent party to a  
29 merger that has become effective, but the limited partnership  
30 is not the surviving entity of the merger, then a judgment  
31 creditor of a general partner of the limited partnership may  
32 not levy execution against the assets of the general partner  
33 to satisfy a judgment based on a claim against the surviving  
34 entity of the merger unless:

1           (1) a judgment based on the same claim has been  
2 obtained against the surviving entity of the merger and a  
3 writ of execution on the judgment has been returned  
4 unsatisfied in whole or in part;

5           (2) the surviving entity of the merger is a debtor  
6 in bankruptcy;

7           (3) the general partner has agreed that the  
8 creditor need not exhaust the assets of the limited  
9 partnership that was not the surviving entity of the  
10 merger;

11           (4) the general partner has agreed that the  
12 creditor need not exhaust the assets of the surviving  
13 entity of the merger;

14           (5) a court grants permission to the judgment  
15 creditor to levy execution against the assets of the  
16 general partner based on a finding that the assets of the  
17 surviving entity of the merger that are subject to  
18 execution are insufficient to satisfy the judgment, that  
19 exhaustion of the assets of the surviving entity of the  
20 merger is excessively burdensome, or that grant of  
21 permission is an appropriate exercise of the court's  
22 equitable powers; or

23           (6) liability is imposed on the general partner by  
24 law or contract independent of the existence of the  
25 surviving entity of the merger.

26 (Source: P.A. 90-424, eff. 1-1-98.)

27 (805 ILCS 210/603) (from Ch. 106 1/2, par. 156-3)

28 Sec. 603. Withdrawal of Limited Partner. A limited  
29 partner may withdraw from a limited partnership only at the  
30 time or upon the happening of events specified in writing in  
31 the partnership agreement and in accordance with the  
32 partnership agreement. Notwithstanding anything to the  
33 contrary under applicable law, unless a partnership agreement

1 provides otherwise, a limited partner may not withdraw from a  
2 limited partnership prior to the dissolution and winding up  
3 of the limited partnership. Notwithstanding anything to the  
4 contrary under applicable law, a partnership agreement may  
5 provide that a partnership interest may not be assigned prior  
6 to the dissolution and winding up of the limited partnership.

7 Unless otherwise provided in a partnership agreement, a  
8 limited partnership whose original certificate of limited  
9 partnership was filed with the Secretary of State and  
10 effective on or prior to the effective date of this  
11 amendatory Act of 2000, shall continue to be governed by this  
12 Section as in effect immediately before the effective date of  
13 this amendatory Act of 2000, and shall not be governed by the  
14 ~~changes-made-in~~ this Section ~~by-this-amendatory-Act-of-2000~~.

15 (Source: P.A. 91-840, eff. 1-1-01.)

16 (805 ILCS 210/801) (from Ch. 106 1/2, par. 158-1)

17 Sec. 801. Dissolution. A limited partnership is  
18 dissolved and its affairs shall be wound up upon the  
19 happening of the first to occur of the following:

20 (a) at the time or upon the happening of events  
21 specified in the partnership agreement;

22 (b) written consent of all partners;

23 (c) an event of withdrawal of a general partner unless  
24 at the time there is at least one other general partner and  
25 the partnership agreement permits the business of the limited  
26 partnership to be carried on by the remaining general partner  
27 and that partner does so, but the limited partnership is not  
28 dissolved and is not required to be wound up by reason of any  
29 event of withdrawal, if, within 90 days after the withdrawal,  
30 all partners (or such lesser number of partners as is  
31 provided for in the written provisions of the partnership  
32 agreement) agree in writing to continue the business of the  
33 limited partnership and to the appointment of one or more

1 additional general partners if necessary or desired; or  
2 (d) entry of a decree of judicial dissolution under  
3 Section 802.

4 (Source: P.A. 86-836.)

5 (805 ILCS 210/1102) (from Ch. 106 1/2, par. 161-2)  
6 Sec. 1102. Fees. (a) The Secretary of State shall  
7 charge and collect in accordance with the provisions of this  
8 Act and rules promulgated pursuant to its authority:

9 (1) fees for filing documents;

10 (2) miscellaneous charges;

11 (3) fees for the sale of lists of filings, copies of any  
12 documents, and for the sale or release of any information.

13 (b) The Secretary of State shall charge and collect for:

14 (1) filing certificates of limited partnership  
15 (domestic), certificates of admission (foreign), restated  
16 certificates of limited partnership (domestic), and restated  
17 certificates of admission (foreign), \$75;

18 (2) filing certificates to be governed by this Act, \$25;

19 (3) filing amendments and certificates of amendment,  
20 \$25;

21 (4) filing certificates of cancellation, \$25;

22 (5) filing an application for use or--change of an  
23 assumed name pursuant to Section 108 of this Act, \$150 \$20  
24 plus-\$2.50 for each year month or part thereof ending in 0 or  
25 5, \$120 for each year or part thereof ending in 1 or 6, \$90  
26 for each year or part thereof ending in 2 or 7, \$60 for each  
27 year or part thereof ending in 3 or 8, \$30 for each year or  
28 part thereof ending in 4 or 9, between-the-date-of-filing  
29 such-application-and-the-date-of-the-renewal-of--the--assumed  
30 name; and a renewal fee for each assumed name, \$150;

31 (6) filing a renewal report of a domestic or foreign  
32 limited partnership, \$15 if filed as required by this Act,  
33 plus \$100 penalty if delinquent;

1 (7) filing an application for reinstatement of a  
2 domestic or foreign limited partnership, and for issuing a  
3 certificate of reinstatement, \$100;

4 (8) filing any other document, \$5.

5 (c) The Secretary of State shall charge and collect:

6 (1) for furnishing a copy or certified copy of any  
7 document, instrument or paper relating to a domestic limited  
8 partnership or foreign limited partnership, \$.50 per page,  
9 but not less than \$5, and \$5 for the certificate and for  
10 affixing the seal thereto; and

11 (2) for the transfer of information by computer process  
12 media to any purchaser, fees established by rule.

13 (Source: P.A. 86-820.)

14 (805 ILCS 210/1111)

15 Sec. 1111. Department of Business Services Special  
16 Operations Fund.

17 (a) A special fund in the State Treasury is created and  
18 shall be known as the Department of Business Services Special  
19 Operations Fund. Moneys deposited into the Fund shall,  
20 subject to appropriation, be used by the Department of  
21 Business Services of the Office of the Secretary of State,  
22 hereinafter "Department", to create and maintain the  
23 capability to perform expedited services in response to  
24 special requests made by the public for same day or 24 hour  
25 service. Moneys deposited into the Fund shall be used for,  
26 but not limited to, expenditures for personal services,  
27 retirement, social security contractual services, equipment,  
28 electronic data processing, and telecommunications.

29 (b) The balance in the Fund at the end of any fiscal year  
30 shall not exceed \$400,000 and any amount in excess thereof  
31 shall be transferred to the General Revenue Fund.

32 (c) All fees payable to the Secretary of State under this  
33 Section shall be deposited into the Fund. No other fees or

1 charges taxes collected under this Act shall be deposited  
2 into the Fund.

3 (d) "Expedited services" means services rendered within  
4 the same day, or within 24 hours from the time, the request  
5 therefor is submitted by the filer, law firm, service  
6 company, or messenger physically in person, or at the  
7 Secretary of State's discretion, by electronic means, to the  
8 Department's Springfield Office or Chicago Office and  
9 includes requests for certified copies, photocopies, and  
10 certificates of existence or abstracts of computer record  
11 made to the Department's Springfield Office in person or by  
12 telephone, or requests for certificates of existence or  
13 abstracts of computer record made in person or by telephone  
14 to the Department's Chicago Office.

15 (e) Fees for expedited services shall be as follows:  
16 Merger or conversion, \$100;  
17 Certificate of limited partnership, \$50;  
18 Certificate of amendment, \$50;  
19 Reinstatement, \$50;  
20 Application for admission to transact business, \$50;  
21 Certificate of cancellation of admission, \$50;  
22 Certificate of existence or abstract of computer record,  
23 \$10.

24 All other filings, copies of documents, biennial renewal  
25 reports, and copies of documents of canceled limited  
26 partnerships, \$25.

27 (Source: P.A. 91-463, eff. 1-1-00.)

28 Section 30. The Uniform Commercial Code is amended by  
29 changing Sections 9-516, 9-519, and 9-520 as follows:

30 (810 ILCS 5/9-516)

31 (This Section may contain text from a Public Act with a  
32 delayed effective date)

1           Sec. 9-516.   What constitutes filing; effectiveness of  
2 filing.

3           (a) What constitutes filing. Except as otherwise  
4 provided in subsection (b), communication of a record to a  
5 filing office and tender of the filing fee or acceptance of  
6 the record by the filing office constitutes filing.

7           (b) Refusal to accept record; filing does not occur.  
8 Filing does not occur with respect to a record that a filing  
9 office refuses to accept because:

10           (1) the record is not communicated by a method or  
11 medium of communication authorized by the filing office;

12           (2) an amount equal to or greater than the  
13 applicable filing fee is not tendered;

14           (3) the filing office is unable to index the record  
15 because:

16           (A) in the case of an initial financing  
17 statement, the record does not provide a name for  
18 the debtor;

19           (B) in the case of an amendment or correction  
20 statement, the record:

21           (i) does not identify the initial  
22 financing statement as required by Section  
23 9-512 or 9-518, as applicable; or

24           (ii) identifies an initial financing  
25 statement whose effectiveness has lapsed under  
26 Section 9-515;

27           (C) in the case of an initial financing  
28 statement that provides the name of a debtor  
29 identified as an individual or an amendment that  
30 provides a name of a debtor identified as an  
31 individual which was not previously provided in the  
32 financing statement to which the record relates, the  
33 record does not identify the debtor's last name; or

34           (D) in the case of a record filed or recorded

1 in the filing office described in Section  
2 9-501(a)(1), the record does not provide a  
3 sufficient description of the real property to which  
4 it relates;

5 (4) in the case of an initial financing statement  
6 or an amendment that adds a secured party of record, the  
7 record does not provide a name and mailing address for  
8 the secured party of record;

9 (5) in the case of an initial financing statement  
10 or an amendment that provides a name of a debtor which  
11 was not previously provided in the financing statement to  
12 which the amendment relates, the record does not:

13 (A) provide a mailing address for the debtor;

14 (B) indicate whether the debtor is an  
15 individual or an organization; or

16 (C) if the financing statement indicates that  
17 the debtor is an organization, provide:

18 (i) a type of organization for the  
19 debtor;

20 (ii) a jurisdiction of organization for  
21 the debtor; or

22 (iii) an organizational identification  
23 number for the debtor or indicate that the  
24 debtor has none;

25 (6) in the case of an assignment reflected in an  
26 initial financing statement under Section 9-514(a) or an  
27 amendment filed under Section 9-514(b), the record does  
28 not provide a name and mailing address for the assignee;  
29 or

30 (7) in the case of a continuation statement, the  
31 record is not filed within the six-month period  
32 prescribed by Section 9-515(d); or

33 (8) in the case of a financing statement or an  
34 amendment that on its face appears spurious, fraudulent,

1 or artificial, or that would, if filed, subvert the  
2 intent of this Article 9.

3 (c) Rules applicable to subsection (b). For purposes of  
4 subsection (b):

5 (1) a record does not provide information if the  
6 filing office is unable to read or decipher the  
7 information; and

8 (2) a record that does not indicate that it is an  
9 amendment or identify an initial financing statement to  
10 which it relates, as required by Section 9-512, 9-514, or  
11 9-518, is an initial financing statement.

12 ~~{d}--Refusal--to--accept--record;--record--effective--as--filed~~  
13 ~~record.--A--record--that--is--communicated--to--the--filing--office~~  
14 ~~with--tender--of--the--filing--fee,--but--which--the--filing--office~~  
15 ~~refuses--to--accept--for--a--reason--other--than--one--set--forth--in~~  
16 ~~subsection--(b),--is--effective--as--a--filed--record--except--as~~  
17 ~~against--a--purchaser--of--the--collateral--which--gives--value--in~~  
18 ~~reasonable--reliance--upon--the--absence--of--the--record--from--the~~  
19 ~~files.~~

20 (Source: P.A. 91-893, eff. 7-1-01.)

21 (810 ILCS 5/9-519)

22 (This Section may contain text from a Public Act with a  
23 delayed effective date)

24 Sec. 9-519. Numbering, maintaining, and indexing  
25 records; communicating information provided in records.

26 (a) Filing office duties. For each record filed in a  
27 filing office, the filing office shall:

28 (1) assign a unique number to the filed record;  
29 (2) create a record, which may be electronic,  
30 microfilm, or otherwise, that bears the number assigned  
31 to the filed record and the date and time of filing;

32 (3) maintain the filed record for public  
33 inspection; and

1           (4) index the filed record in accordance with  
2 subsections (c), (d), and (e).

3           (b) File number. A file number assigned after January  
4 1, 2002, must include a digit that:

5           (1) is mathematically derived from or related to  
6 the other digits of the file number; and

7           (2) aids the filing office in determining whether a  
8 number communicated as the file number includes a  
9 single-digit or transpositional error.

10          (c) Indexing: general. Except as otherwise provided in  
11 subsections (d) and (e), the filing office shall:

12           (1) index an initial financing statement according  
13 to the name of the debtor and index all filed records  
14 relating to the initial financing statement in a manner  
15 that associates with one another an initial financing  
16 statement and all filed records relating to the initial  
17 financing statement; and

18           (2) index a record that provides a name of a debtor  
19 which was not previously provided in the financing  
20 statement to which the record relates also according to  
21 the name that was not previously provided.

22          (d) Indexing: real-property-related financing  
23 statement. If a financing statement is filed as a fixture  
24 filing or covers as-extracted collateral or timber to be cut,  
25 it must be filed for record and the filing office shall index  
26 it:

27           (1) under the names of the debtor and of each owner  
28 of record shown on the financing statement as if they  
29 were the mortgagors under a mortgage of the real property  
30 described; and

31           (2) to the extent that the law of this State  
32 provides for indexing of records of mortgages under the  
33 name of the mortgagee, under the name of the secured  
34 party as if the secured party were the mortgagee

1           thereunder, or, if indexing is by description, as if the  
2           financing statement were a record of a mortgage of the  
3           real property described.

4           (e) Indexing: real-property-related assignment. If a  
5           financing statement is filed as a fixture filing or covers  
6           as-extracted collateral or timber to be cut, the filing  
7           office shall index an assignment filed under Section 9-514(a)  
8           or an amendment filed under Section 9-514(b):

9                     (1) under the name of the assignor as grantor; and

10                    (2) to the extent that the law of this State  
11           provides for indexing a record of the assignment of a  
12           mortgage under the name of the assignee, under the name  
13           of the assignee.

14           (f) Retrieval and association capability. The filing  
15           office shall maintain a capability:

16                    (1) to retrieve a record by the name of the debtor  
17           and by the file number assigned to the initial financing  
18           statement to which the record relates; and

19                    (2) to associate and retrieve with one another an  
20           initial financing statement and each filed record  
21           relating to the initial financing statement.

22           (g) Removal of debtor's name. The filing office may not  
23           remove a debtor's name from the index until one year after  
24           the effectiveness of a financing statement naming the debtor  
25           lapses under Section 9-515 with respect to all secured  
26           parties of record.

27           (h) Timeliness of filing office performance. The filing  
28           office shall perform the acts required by subsections (a)  
29           through (e) at the time and in the manner prescribed by  
30           filing-office rule, but not later than two business days  
31           after the filing office receives the record in question.

32           (i) Inapplicability to real-property-related filing  
33           office. Subsections (b) and (h) do not apply to a filing  
34           office described in Section 9-501(a)(1).

1        (j) Unless a statute on disposition of public records  
 2 provides otherwise, if the filing officer has an electronic,  
 3 microfilm, or other image record to be maintained of the  
 4 financing statement, continuation statement, statement of  
 5 assignment, statement of release, termination statement, or  
 6 any other related document, he or she may remove and destroy  
 7 the original paper submission.

8        (Source: P.A. 91-893, eff. 7-1-01.)

9        (810 ILCS 5/9-520)

10       (This Section may contain text from a Public Act with a  
 11 delayed effective date)

12       Sec. 9-520. Acceptance and refusal to accept record.

13       (a) Mandatory refusal to accept record. A filing office  
 14 shall refuse to accept a record for filing for a reason set  
 15 forth in Section 9-516(b) ~~and may refuse to accept a record~~  
 16 ~~for filing only for a reason set forth in Section 9-516(b).~~

17       (b) Communication concerning refusal. If a filing  
 18 office refuses to accept a record for filing, it shall  
 19 communicate to the person that presented the record the fact  
 20 of and reason for the refusal and the date and time the  
 21 record would have been filed had the filing office accepted  
 22 it. The communication must be made at the time and in the  
 23 manner prescribed by filing-office rule, but in the case of a  
 24 filing office described in Section 9-501(a)(2), in no event  
 25 more than two business days after the filing office receives  
 26 the record.

27       (c) When filed financing statement effective. A filed  
 28 financing statement satisfying Section 9-502(a) and (b) is  
 29 effective upon acceptance by the filing office ~~, even if the~~  
 30 ~~filing office is required to refuse to accept it for filing~~  
 31 ~~under subsection (a). However, Section 9-338 applies to a~~  
 32 ~~filed financing statement providing information described in~~  
 33 ~~Section 9-516(b)(5) which is incorrect at the time the~~

1 ~~finaneing-statement-is-filed.~~

2 (d) Separate application to multiple debtors. If a  
3 record communicated to a filing office provides information  
4 that relates to more than one debtor, this Part applies as to  
5 each debtor separately.

6 (Source: P.A. 91-893, eff. 7-1-01.)

7 Section 95. No acceleration or delay. Where this Act  
8 makes changes in a statute that is represented in this Act by  
9 text that is not yet or no longer in effect (for example, a  
10 Section represented by multiple versions), the use of that  
11 text does not accelerate or delay the taking effect of (i)  
12 the changes made by this Act or (ii) provisions derived from  
13 any other Public Act.

14 Section 99. Effective date. This Act takes effect on  
15 July 1, 2001.

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